Annual Report and Accounts
– 2020 –

The Directors of ECR Minerals plc (the “Directors” or the “Board”) present their report and audited financial statements for the year ended 30 September 2020 for ECR Minerals plc (“ECR”, the “Company” or the “Parent Company”) and on a consolidated basis (the “Group”)

CONTENTS

Chairman's Statement

The Directors of ECR Minerals plc (the "Directors" or the "Board") present their report and audited financial statements for the year ended 30 September 2020 for ECR Minerals plc ("ECR", the "Company" or the "Parent Company") and on a consolidated basis (the "Group")

Despite the COVID-19 pandemic, the financial year ended 30 September 2020 and the period since the year-end have been a time of much progress for ECR. The centre of the Group's operations remains the state of Victoria in Australia, where ECR's wholly owned Australian subsidiary Mercator Gold Australia Pty Ltd ("MGA") is concentrating on two highly promising gold exploration projects: Bailieston and Creswick.

As I write, MGA is drilling at the Baillieston gold project using its newly purchased diamond drill rig. The focus of initial drilling activity is the Historic Reserve #3 (HR3) area, which comprises at least four closely-spaced lines of reef, including the Byron, Dan Genders, Scoulars and Maori Reefs, plus numerous cross-structures. This provides a number of drill-ready targets, with Byron the first to be tested.

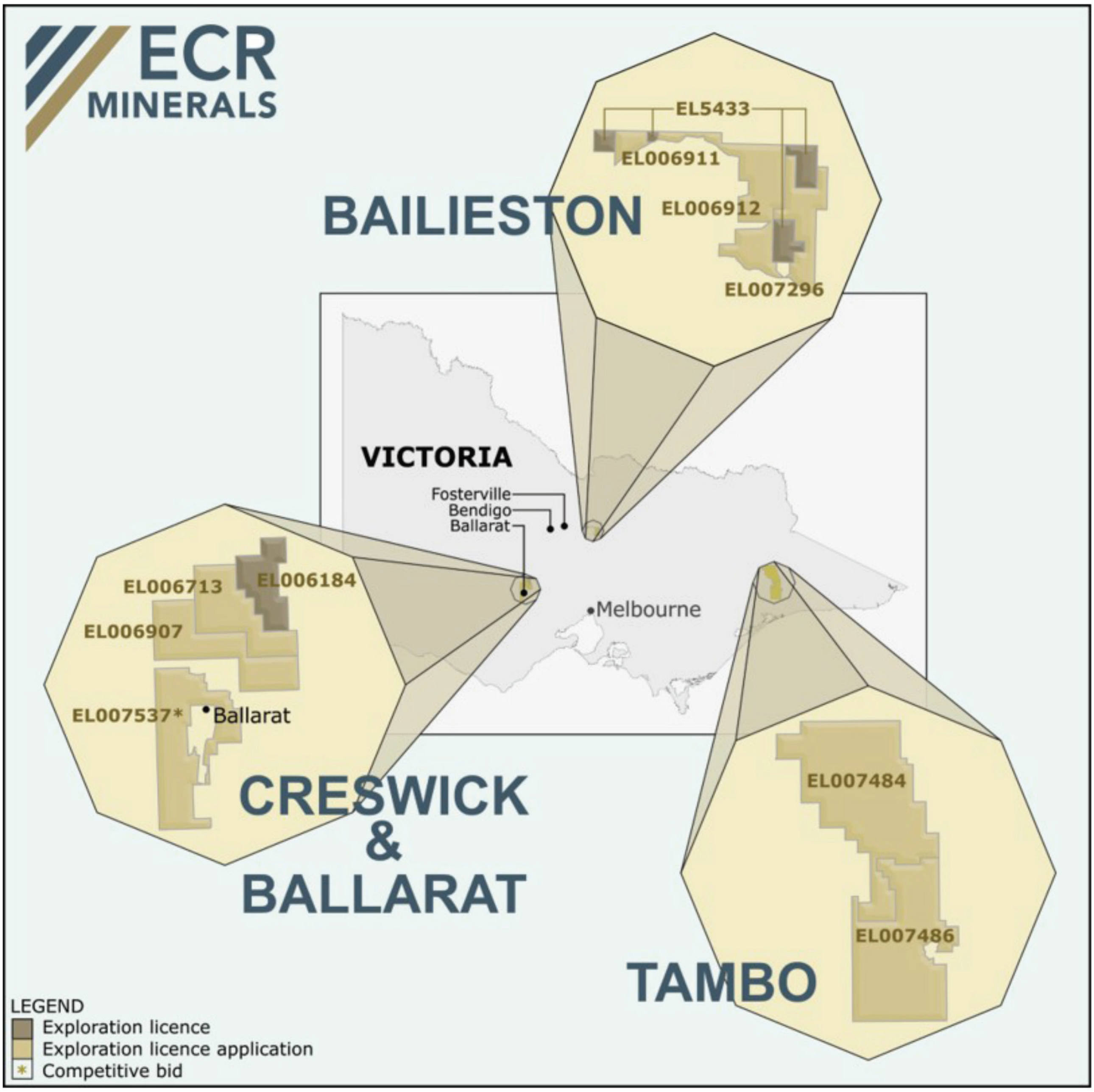
With the benefit of the Group's strong cash position, which at the date of this report is approximately £3.955m, the intention is that in-house drilling activity will be sustained for a long period and the Directors believe this programme has the potential to generate transformational results for the Group. We therefore look to the future with great optimism.

MGA disposed of several non-core projects in Victoria during the year but retains exposure to potential upside from those projects by way of contingent payments of up to A$2 million in total. We remain open to the possibility of further transactions in relation to MGA's assets in Victoria, and we have also taken steps to add to MGA's Victorian gold project portfolio by applying for two exploration licences in eastern Victoria, which will comprise the Tambo project, and by applying for a licence surrounding the operating Ballarat gold mine.

Finally, I am pleased to welcome Adam Jones as a non-executive director of the Company. Adam, is an experienced gold geologist who is based in Victoria within easy reach of the Bailieston and Creswick gold projects. He already has detailed knowledge of these projects, having assisted MGA as a consultant since 2018, and I am sure as a director of ECR he will make a significant contribution to the success of our activities.

Weili (David) Tang
Chairman

23 March 2021



Current tenement position of ECR's wholly owned Australian subsidiary Mercator Gold Australia Pty Ltd in the state of Victoria, Australia.

With the gold price having exceeded USD 2,000/oz last year and trading largely in a range between USD 1,700 and USD 1,900 in recent months, these are exciting times for gold explorers such as ECR. We are also fortunate to have experienced no significant operational disruption as a result of the COVID-19 pandemic, which has not affected Australia to the same extent as, for example, the UK.

As in the previous year, the centre of the Group's operations was Victoria, Australia, with activities concentrated on the Bailieston and Creswick gold projects. Several non-core projects in Victoria were disposed of by ECR's wholly owned Australian subsidiary Mercator Gold Australia Pty Ltd ("MGA"), and a number of new exploration licences were applied for in order to rejuvenate MGA's project portfolio and maintain a pipeline of opportunities for the future.

Interest from a number of third parties in joint venture or earn-in type transactions in relation to either Bailieston or Creswick was explored extensively during the financial year under review, and the Company continues to consider opportunities as they arrive.

Following the year under review, in January 2021, MGA commenced drilling in the Historic Reserve #3 (HR3) area of the Bailieston project, having taken delivery of a new Cortech CSD1300G diamond drill rig in November 2020. Drilling can now continue on a bespoke basis, supported by ECR's strong cash position.

EXPLORATION AT BAILIESTON AND CRESWICK PROJECTS

Notable outcomes of exploration work during the year ended 30 September 2020 included positive findings of an alteration study on reverse circulation (RC) drill cuttings from the Creswick project, announced in March 2020, and confirmation of high-grade gold mineralisation at Creswick by the completion of 'full bag' testing, announced in November 2019.

At Bailieston, work during the year has included field mapping and geochemistry across numerous gold prospects, which has enabled MGA's geologists to define a number of drill-ready targets. Drilling has now commenced at the Byron prospect in the HR3 area, and after Byron, it is planned that drilling will continue in the same area to test the Maori, Dan Genders, Scoulars and Hard-Up reefs. This drilling will aim to provide for the first time a framework of the geological structures hosting the reefs, which will be used to attempt to target coalescing reef intersections.

From HR3, it is currently planned that the rig will be moved to test the Cherry Tree prospect, or for further drilling at the Blue Moon discovery. Cherry Tree and Blue Moon are also within the Bailieston project. The results of 2019 drilling at Blue Moon by MGA included intersections of 15 metres at 3.81 g/t gold and 11 metres at 2.42 g/t gold (announced on 14 March 2019).

MGA is also keen to follow up on previous drilling results at Creswick, where individual samples returned assays as high as 80.97 g/t gold over one metre (announced on 5 November 2019). Further drill sites at Creswick have already been determined and approval has been received from the relevant government authorities. In addition, after the end of the period under review, in the final quarter of calendar year 2020, MGA completed a soil geochemistry survey of the Jackass Reef prospect at Creswick, the results of which, the Directors believe, will assist drill targeting in that area at the appropriate time.

OVERVIEW OF VICTORIAN EXPLORATION LICENCE PORTFOLIO

At the end of the financial year under review, MGA held six granted mineral exploration licences in Victoria (EL5387, EL5433, EL006184, EL006280, EL006278 and EL006913).

In April 2020 MGA entered into an agreement for the sale of exploration licences EL5387 (the Avoca project), EL006278 (the Timor project), plus EL006280 and EL006913 (the Moormbool project), and after the end of the financial year under review, these licences were formally transferred to Currawong Resources Pty Ltd.

At the time of this report, MGA has a total of eight exploration licence applications pending in Victoria, and holds two granted exploration licences (EL5433 and EL006184), which respectively forms part of the Bailieston and Creswick projects. These are augmented, in the case of Bailieston, by exploration licence applications EL006911, EL006912 and EL007296; and in the case of Creswick, exploration licence applications EL006713 and EL006907.

In November 2020, MGA lodged exploration licence application EL007537 for an area which surrounds mining licences MIN5396 and MIN4847. These mining licences, which are not held by MGA, contain the operating Ballarat gold mine. The area of EL007537 includes the southern extension of the Dimocks Main Shale, which is the principal target of exploration at MGA's Creswick gold project located a short distance to the north, the northern extension of the Ballarat East line and the depth extensions of the Ballarat West line. EL007537 is a competitive bid with three other applicants.

New Gold Project: Tambo

In September 2020, MGA lodged two new exploration licence applications in eastern Victoria, EL007484 and EL007486, to comprise the Tambo gold project, which covers a sizeable area of prospective geology near historic goldfields and has received little contemporary exploration.

The applications cover portions of the historic Swifts Creek/Omeo and Haunted Stream goldfields. These goldfields have recorded historical gold production of 205,000 and 25,000 oz respectively, according to figures published by the Geological Survey of Victoria. MGA considers the application areas to be prospective for orogenic reef gold and additionally for intrusion-related gold and base metal systems.

Sale of Exploration Licences to Currawong Resources Pty Ltd

In April 2020 MGA entered into an agreement for the sale of exploration licences EL5387, EL006280, EL006913 and EL006278 in Victoria (the "Licences") to Currawong Resources Pty Ltd, a wholly owned subsidiary of Fosterville South Exploration Ltd ("Fosterville South"), which listed on the TSX Venture Exchange in April 2020, for the following consideration:

1. A$500,000 in cash, which was paid to MGA immediately;

2. A further payment of A$1 for every ounce of gold or gold equivalent of measured resource, indicated resource or inferred resource estimated within the area of one or more of the Licences in any combination or aggregation of the foregoing, up to a maximum of A$1,000,000 in aggregate;

3. A further payment of A$1 for every ounce of gold or gold equivalent produced from within the area of one or more of the Licences, up to a maximum of A$1,000,000 in aggregate.

All of the Licences had been formally transferred to Currawong by January 2021.

In February 2021, Leviathan Gold Ltd ("Leviathan") listed on the TSX Venture Exchange. Leviathan is a 'spin-out' from Fosterville South, and has acquired rights to EL5387 (the Avoca project) and EL006278 (the Timor project) from Currawong. MGA still has the right to further payments in respect of EL5387 and/or EL006278 based on resource estimation or production, as set out above.

DISPOSAL OF OCHRE MINING SA AND SLM GOLD PROJECT

In February 2020, the Company sold its wholly owned Argentine subsidiary Ochre Mining SA, which holds the SLM gold project in La Rioja, Argentina. The sale allows ECR to focus on its core gold exploration activities in Australia. The purchaser, Hanaq Argentina SA ("Hanaq"), is a Chinese-owned company engaged in lithium, base and precious metals exploration in Northwest Argentina including Salta, Jujuy and La Rioja, with a highly experienced management team.

ECR retains an NSR royalty of up to 2% to a maximum of USD 2.7 million in respect of future production from the SLM gold project. The Directors believe that Hanaq has the operational capabilities and access to Chinese investment capital necessary to put the SLM project into production, subject to the usual prerequisites such as further exploration and feasibility studies being successfully completed (if deemed necessary by Hanaq) and to the necessary permits for production being obtained.

The founder and CEO of Hanaq Group, of which Hanaq Argentina SA is part, is Mr Xiaohuan (Juan) Tang, who has a substantive track record in Latin America, including responsibility for the successful permitting of the Pampa de Pongo iron ore project in Peru in his former capacity as General Manager of Jinzhao Mining Peru. Pampa de Pongo is one of the largest iron ore deposits in Latin America. Mr Tang has degrees from Tsinghua University in China, and Imperial College, Cambridge University and Oxford University in the UK.

DANGLAY GOLD PROJECT, PHILIPPINES

ECR is entitled to a 25% interest in the Danglay gold project in the Philippines, which is held by a Philippine corporation called Cordillera Tiger Gold Resources, Inc. ("Cordillera Tiger") under an Exploration Permit, the renewal of which is pending. The issuance of a 25% shareholding in Cordillera Tiger to the Company is expected in due course, but has been delayed since 2016, largely due to a court case filed by an individual who is a minority shareholder and former director of Cordillera Tiger. The court issued a decision in the case in June 2020 which is discussed in the Strategic Report.

The Directors believe the political climate for the minerals industry in the Philippines is on course to improve in future, and consider that the Danglay gold project, which is located in a prolific gold and copper mining district in the north of the country, has significant potential for further exploration to build upon the existing inferred mineral resource estimate of 63,500 ounces of gold at 1.55 g/t gold. This resource was reported by ECR in 2015 to the Canadian NI43-101 standard, based on exploration carried out at Danglay by ECR during 2014 and 2015. In addition to the resource, an NI43-101 target for further exploration (conceptual potential quantity and grade of mineralisation expressed as ranges) of 95,000 to 170,000 ounces of gold at 5 to 7.5 g/t was reported. Further information regarding Cordillera Tiger and the Danglay gold project is provided in the Strategic Report.

FINANCIAL RESULTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

For the year to 30 September 2020 the Group recorded a total comprehensive loss of £2,595,002, compared with £762,586 for the year to 30 September 2019.

The largest contributor to the total comprehensive loss was the loss on disposal of Ochre Mining SA and the SLM gold project which amounted to £1,986,469. Excluding the loss on disposal of Ochre Mining SA and the SLM gold project the loss for the year to 30 September 2020 was less than the total comprehensive loss for the year to 30 September 2019. Although the disposal resulted in a loss the Group has the potential to recover more than this loss through future royalty payments from Ochre Mining SA.

The Group's net assets at 30 September 2020 were £3,563,819, in comparison with £3,640,604 at 30 September 2019. The decrease is due to the disposal of Ochre Mining and SLM gold project during the year. The increase is due to increased exploration assets as a result of the capitalisation of exploration expenditure during the year, and an increase in cash as a consequence of the sale of projects by MGA to Currawong Resources Pty Ltd and the exercise of share warrants issued by the Company in previous years. At the time of writing, the Group cash position is approximately £4m.

Craig Brown
Chief Executive Officer

23 March 2021

Directors' Biographies

Weili (David) Tang
Non-Executive Chairman
(aged 55)
David Tang was previously the President of China Nonferrous Metals Int'l Mining Co., Ltd. (CNMIM) and the Managing Director of China Nonferrous Gold Ltd, an AIM-listed company which was formerly known as Kryso Resources plc. China Nonferrous Gold is focused on the Pakrut gold mine in Tajikistan, where first gold was poured in 2015. Mr Tang has previously served as a director to several companies involved in mining or exploration in Africa, South East Asia and Australia. Mr Tang graduated with a Bachelor of Science degree (1988) majoring in computer science from Central-South University, China and also holds a Master of Science degree (1991). In the 1990s, he pioneered the trading system for the first nonferrous metals futures exchange in China. He worked for several years in Canada in investment management and consulting, before returning to China to take up office at CNMIM in 2003.

Craig William Brown
Director and Chief Executive Officer
(aged 50)
Appointed as Finance Director in May 2016 and CEO in September 2016. Founding shareholder of Kryso Resources plc, now known as China Nonferrous Gold Ltd. Acted as Finance Director of Kryso before becoming Managing Director in 2010 and stepping down from the board in September 2013. During this period, Kryso/CNG delineated a 5-million-ounce JORC Mineral Resource at the Pakrut gold project in Tajikistan, completed a bankable feasibility study for the project, obtained debt and equity finance for mine development, and commenced construction of the mine and infrastructure. Prior to his roles with Kryso/CNG, Craig held senior management positions with two Canadian listed mining companies, both of which also successfully put gold mines into production during his tenure.

Adam Jones
Non-Executive Officer
(aged 38)
Adam Jones holds a Bachelor of Science degree from Ballarat University and First Class Honours from Adelaide University. Adam has over 10 years of experience as a professional geologist in Australia, including significant experience of gold exploration and production, and lives in Victoria within easy reach of ECR's Bailieston and Creswick gold projects. He is a member of the Australian Institute of Geoscientists (AIG) and has worked as an independent consulting geologist since 2015. His clients include or have included the A1 gold mine, Dart Mining and Nagambie Resources in Victoria and Vendetta Mining in Queensland. Adam is experienced in planning and supervising resource drill programmes, geological interpretation, geotechnical and fault modelling, geological mapping and sampling, turbidite sequence-structural interpretations, wireframing and 3D modelling using Vulcan Software.

Strategic Report

The Directors of the Company present their Strategic Report for the year ended 30 September 2020.

Principal Activities

The principal activity of the Group is the identification, acquisition, exploration and development of mineral projects. The principal activity of the Company is that of a holding company for its subsidiaries and other investments, although project development activities may also be undertaken directly. Whilst the Group's historical focus has been on gold, as is its current focus, it also considers opportunities in other mineral commodities.

The main current area of activity is Central Victoria, Australia.

Future Developments

The Group will continue seeking to advance and add value to its projects through exploration activities, and, in addition, is actively considering potential transactions in relation to certain of its projects, which may create value for the Company and its shareholders.

The Group also continues to review potential new projects on a highly selective basis, with a concentration on precious, base and strategic metals.

Organisation Review

The Company is incorporated in England but operates in other countries through foreign subsidiaries and contractual arrangements. Craig Brown, Director & Chief Executive Officer is based in the United Kingdom while Weili Tang, Non-Executive Chairman, is based in the People's Republic of China (PRC), and Adam Jones, Non-Executive Director, is based in Victoria, Australia. The corporate structure of the Group reflects its present and historical activities and the requirement, where appropriate, to have incorporated entities in particular countries.

The Group's past exploration activity in Argentina has been undertaken through an Argentinian wholly owned subsidiary, Ochre Mining SA. During the year, Ochre Mining SA was sold. There are two dormant subsidiaries, both registered in the USA, which relate to past projects.

The Company has a wholly owned Australian subsidiary named Mercator Gold Australia Pty Ltd ("MGA"), which was released from external administration in December 2014. MGA has accumulated substantial tax losses from its past trading, and is therefore a suitable vehicle for any future profit generative activities of the Group in Australia.

The Group's activities in the Philippines, which ceased in 2016, were undertaken under the auspices of an earn-in and joint venture agreement. Further details of the Group's interest in the Philippines can be found under "Operating Review" below.

The Directors aim to ensure that the Group operates with as low a cost base as is practical in order to maximise the amount spent on mineral exploration and development, in which activities the expertise and experience of the Directors and consultants of the Group are employed to add value to the Group's projects. The Company has three male Directors, one of whom is an employee, and two other employees. The services of various consultants are utilised to meet the needs of the Group in respect of technical and other activities.

The Group's activities are financed through periodic capital raisings, principally through the placement of the Company's ordinary shares. As the Group's projects become more advanced, other forms of finance appropriate to the stage of development and potential of each project may be considered.

Financial & Performance Review

The Group's ongoing activities are solely in mineral exploration and development. It is not in production at any of its current projects and hence has no income.

For the year to 30 September 2020 the Group recorded a total comprehensive loss attributable to shareholders of the Company of £2,595,002, an increase compared with £762,586 for the year to 30 September 2019. The largest contributor to the total comprehensive loss was the loss on disposal of Ochre Mining and SLM gold project.

The Group's net assets as at 30 September 2020 were £3,563,819 in comparison with £3,640,604 at 30 September 2019.

Exploration activity took place in Central Victoria, Australia during the year to 30 September 2020, as discussed in the Chief Executive Officer's Report and later under "Operating Review". Capitalised exploration assets are valued in the Consolidated Statement of Financial Position at cost; this value should not be confused with the realisable value of the relevant projects or be considered to determine the value accorded to the projects by the stock market, which in both cases may be considerably different.

Strategy and Business Model

The Group's strategy is to locate and acquire mineral projects which show good prospects. The Directors select these projects after a thorough and critical appraisal. This is needed as in general, across the industry as a whole, the percentage of mineral exploration and development projects which go on to become fully operational and producing mines is relatively low.

After acquiring an interest in a project, the strategy is then to leverage the Group's commercial experience and access to technical expertise to explore and further develop the project, and in doing so to create value for the benefit of the Company's shareholders. Decisions can then be made at appropriate times as to whether to continue the project into production, enter into a joint venture with another company, or sell the project outright.

Where a project has been disposed of, the proceeds of that disposal will usually be reinvested in new projects. In the case of very significant proceeds from a disposal, the Directors would also consider distributions to shareholders.

The Group's business model is to be an efficient and successful explorer and developer of mineral deposits.

The rights to carry out these activities may be acquired through the receipt by the Group of licences from the relevant authorities, or by negotiating to acquire rights from existing owners. The Group will generally seek to acquire such rights for low initial payments, with any further amounts paid later depending on the success of the project. This enables the risk inherent to the Group's activities to be somewhat mitigated.

The business model is put into practice by the Directors combined with the use of consultants on an as required basis, both in the UK and overseas. In this way, overheads can be kept as low as possible and the flexibility of the Group can be maintained.

Key Performance Indicators ("KPIs")

KPIs which apply in most businesses are not usually particularly relevant to mineral exploration and development companies which, for example, typically have little or no product sales.

The Board has previously identified some key KPIs which are considered of relevance. These are detailed below.

Project development:

The Group reports the achievement of exploration and development targets, including results of exploration, definition of exploration targets, and reporting of mineral resources and mineral reserves, using internationally recognised protocols.

Notable outcomes of exploration work during the year included positive findings of an alteration study on reverse circulation (RC) drill cuttings from the Creswick project (March 2020), and confirmation of very high-grade gold mineralisation at Creswick by the completion of 'full bag' testing (November 2019). At the Bailieston project, work during the year and subsequently has included field mapping and geochemistry across numerous gold prospects, which has enabled MGA's geologists to define a number of drill-ready targets. Drilling has now commenced at the Byron prospect in the HR3 area.

End of year cash balance and attributable cash resources:

This KPI is of critical importance and it is a good indicator of whether the Group has sufficient financial resources.

The Directors take all necessary steps to minimise the rate of cash burn on overheads (commensurate with ensuring that the Group's quality standards, including its human resources, are not compromised and that it has adequate resources, both human and otherwise, to carry out its activities). The Group held £1,497,231 of cash and cash equivalents at 30 September 2020, versus £268,517 at the beginning of the year. The Directors consider the performance of the Group in this regard to be in line with the activities required to fulfil the Group's work programmes.

Operating Review

As mentioned above, the Group's current physical operations are located in Central Victoria, Australia. At the year-end, the Group held an interest in relation to a project in the Philippines but did not carry out significant operations in that jurisdiction during the year and has not done so since the year-end. During the year, the Company sold its Argentine subsidiary Ochre Mining SA. Potential new projects are reviewed from time to time in line with the strategy discussed earlier in this Strategic Report.

Gold Exploration Projects in Victoria, Australia

At the year-end, MGA held six granted mineral exploration licences in Victoria (EL5387, EL5433, EL006184, EL006280, EL006278 and EL006913).

In April 2020 MGA entered into an agreement for the sale of exploration licences EL5387 (the Avoca project), EL006278 (the Timor project), plus EL006280 and EL006913 (the Moormbool project), and after the year-end, these licences were formally transferred to Currawong Resources Pty Ltd.

At the time of writing, MGA has a total of eight exploration licence applications pending in Victoria, and holds two granted exploration licences (EL5433 and EL006184), which respectively form part of the Bailieston and Creswick projects. These are augmented, in the case of Bailieston, by exploration licence applications EL006911, EL006912 and EL007296; and in the case of Creswick, exploration licence applications EL006713 and EL006907.

In November 2020, MGA lodged exploration licence application EL007537 for an area which surrounds mining licences MIN5396 and MIN4847. These mining licences, which are not held by MGA, contain the operating Ballarat gold mine. The area of EL007537 includes the southern extension of the Dimocks Main Shale, which is the principal target of exploration at MGA's Creswick gold project located a short distance to the north, the northern extension of the Ballarat East line and the depth extensions of the Ballarat West line. EL007537 is a competitive bid with three other applicants.

New Gold Project: Tambo

In September 2020, MGA lodged two new exploration licence applications in eastern Victoria, EL007484 and EL007486, to comprise the Tambo gold project, which covers a sizeable area of prospective geology near historic goldfields and has received little contemporary exploration.

The applications cover portions of the historic Swifts Creek/Omeo and Haunted Stream goldfields. These goldfields have recorded historical gold production of 205,000 and 25,000 oz respectively, according to figures published by the Geological Survey of Victoria. MGA considers the application areas to be prospective for orogenic reef gold and additionally for intrusion-related gold and base metal systems.

Sale of Exploration Licences to Currawong Resources Pty Ltd

In April 2020 MGA entered into an agreement for the sale of exploration licences EL5387, EL006280, EL006913 and EL006278 in Victoria (the "Licences") to Currawong Resources Pty Ltd ("Currawong), a wholly owned subsidiary of Fosterville South Exploration Ltd ("Fosterville South"), which listed on the TSX Venture Exchange in April 2020, for the following consideration:

1. A$500,000 in cash, which was paid to MGA immediately;

2. A further payment of A$1 for every ounce of gold or gold equivalent of measured resource, indicated resource or inferred resource estimated within the area of one or more of the Licences in any combination or aggregation of the foregoing, up to a maximum of A$1,000,000 in aggregate;

3. A further payment of A$1 for every ounce of gold or gold equivalent produced from within the area of one or more of the Licences, up to a maximum of A$1,000,000 in aggregate.

All of the Licences had been formally transferred to Currawong by January 2021.

In February 2021, Leviathan Gold Ltd ("Leviathan") listed on the TSX Venture Exchange. Leviathan is a 'spin-out' from Fosterville South, and has acquired rights to EL5387 (the Avoca project) and EL006278 (the Timor project) from Currawong. MGA still has the right to further payments in respect of EL5387 and/or EL006278 based on resource estimation or production, as set out above.

Exploration licences EL5387 and EL5433 were originally acquired from Currawong pursuant to a deed of assignment (the "Deed") entered into between MGA and Currawong during the year ended 30 September 2016. MGA continues to hold EL5433.

Under the Deed, Currawong (or its assignee) is entitled to be paid a net profits interest royalty in respect of future production from the area of EL5433 (if any), at a rate of 20% in respect of mine dumps and 10% in respect of other deposits. Royalties on the same basis would also be payable, subject to the terms of the Deed, in respect of a 10km Area of Interest (as that term is defined in the Deed) surrounding EL5433. Total royalties payable to Currawong under the Deed are capped at AUD 3.5 million. In addition, AUD 150,000 worth of ECR shares will become issuable to Currawong if any Tenement (as that term is defined under the Deed) reaches commercial production.

Exploration activities on MGA's projects in Victoria during the year ended 30 September 2020 and since the year-end are discussed in the Chief Executive Officer's Report.

Windidda Project, Western Australia

In late 2018, MGA applied for a total of nine exploration licences in Western Australia to comprise the Windidda project. During the year the Company was granted five of these exploration licences, with a further four exploration licence applications withdrawn. No fieldwork was carried out but some desktop work was undertaken for the company by consultants. In May 2020, the Company surrendered the exploration licences based on the results of desktop evaluation and planning, and in order to concentrate on activities in Victoria.

SLM Gold Project, Argentina

The purchaser, Hanaq Argentina SA ("Hanaq"), is a Chinese-owned company engaged in lithium, base and precious metals exploration in Northwest Argentina including Salta, Jujuy and La Rioja, with a highly experienced management team.

Ochre's sole asset is the SLM gold project, which comprises seven mining licences in La Rioja, Argentina. Hanaq has purchased 100% ownership of Ochre from ECR.

The consideration for the acquisition is the grant to ECR of a 2% net smelter return (NSR) royalty in respect of four of the licences, and a 1% NSR royalty in respect of the other three licences. The NSR is capped at USD 2.7 million in aggregate (across all licences). The potential future NSR represents a contingent asset which under IFRS is not currently eligible to be recognised as a receivable in the financial statements.

Danglay gold project, Philippines

In April 2013 ECR entered into an earn-in and joint venture agreement (the "Agreement") in relation to the Danglay gold project in the Philippines. Cordillera Tiger Gold Resources, Inc. ("Cordillera Tiger") is a Philippine corporation and the holder of the exploration permit (the "EP") which represents the Danglay project.

Activities under the Agreement commenced in December 2013 and ceased when the Earn-In Option (as that term is defined in the Agreement) was terminated in August 2016. The Philippine mining industry is enduring a period of significant political and regulatory upheaval, which has been particularly intense and unpredictable since June 2016. In light of this, termination of the Earn-In Option was considered a prudent step for the Company to take.

The Agreement gave ECR the exclusive right and option to earn a 25% or 50% interest in Cordillera Tiger and thereby in the Danglay project. Under the terms of the Agreement, ECR was the operator of the Danglay project, through Cordillera Tiger. The completion of various exploration programmes generated valuable data which is relevant to the assessment of the project's economic potential.

In December 2015, the Company published an NI43-101 technical report (the "Report") in relation to the Danglay project. The Report also disclosed a target for further exploration, as permitted by NI43-101. The Report supports the disclosure on 5 November 2015 of an inferred mineral resource estimate for oxide gold mineralisation at Danglay.

Under the Agreement, the estimation of this mineral resource and the making of expenditures exceeding US$500,000 in connection with the Danglay project, entitle ECR to a 25% interest in Cordillera Tiger. Both conditions have been satisfied, but the relevant shareholding has yet to be issued.

One of the delaying factors has been a lawsuit which was filed in the Philippines in 2017 against three members of the Cordillera Tiger board. The lawsuit challenged, among other things, the intended issuance of shares in Cordillera Tiger to ECR, by seeking to invalidate a Cordillera Tiger board meeting which took place on 31 March 2017 and at which the Cordillera Tiger board of directors authorised the issuance of a 25% shareholding in Cordillera Tiger to ECR. The plaintiff in the suit was Mr Patric Barry, a director of Cordillera Tiger at the time the suit was initiated. The Company, which was not a party to the lawsuit, considers the suit to have been a transparent and unscrupulous attempt to obstruct Cordillera Tiger's performance of its contractual obligations and deprive ECR of its rightful shareholding.

A decision in respect of the suit was issued by the court in June 2020, and the Company has been provided with a copy. The Company has also taken Philippine legal advice regarding the implications of the court's decision, which did not award any damages or costs to the plaintiff. The decision invalidated the 31 March 2017 Cordillera Tiger board meeting, and the earlier appointments of two of the defendants to their positions as directors and officers of Cordillera Tiger. However, as the defendants were all elected as directors of Cordillera Tiger at a June 2017 shareholders' meeting and as officers at a board meeting which immediately followed, and were re-elected in subsequent years, and as the board resolution for the issuance of ECR's 25% shareholding in Cordillera Tiger was ratified at the June 2017 shareholders' and board meetings, the court's decision does not affect ECR's entitlement to its interest in Cordillera Tiger. Neither the June 2017 meetings nor those in subsequent years have been successfully challenged. The Company therefore continues to expect that the issuance of its 25% interest in Cordillera Tiger will proceed in due course.

The Company is aware of a news release made in February 2021 by a Canadian company called Tiger International Resources, Inc. ("Tiger International"). The Company considers that this news release makes a number of inaccurate claims regarding Cordillera Tiger, the circumstances surrounding the court case, and the outcome of the case. The Company's understanding of the facts is that neither Tiger International nor Mr Patric Barry, who is Tiger International's President, control Cordillera Tiger or have any legal means of doing so. Accordingly, the Company expects that Mr Barry's unjustified efforts to prevent the issuance of ECR's 25% interest in Cordillera Tiger will ultimately fail.

Renewal of Cordillera Tiger's EP for a further two-year term was applied for in September 2015, and in June 2016 the renewed EP was issued to Cordillera Tiger for signature and return to the Philippine authorities. The final renewed EP has yet to be provided to Cordillera Tiger, and the status of the renewal is unclear. Given the political and regulatory uncertainty affecting the mining sector in the Philippines, the delay is not unexpected, and it is likely that the relevant processes will have slowed further because of the COVID-19 pandemic.

The Danglay project remains attractive from a technical standpoint, but due to the high level of political and regulatory risk affecting the Philippine mining sector, only limited efforts by ECR to enforce its rights in respect of Cordillera Tiger have to date been considered commercially justifiable. However, the political climate for the minerals industry in the Philippines appears on course to improve in future, and the Directors are continuing to monitor the situation.

Principal Risks and Uncertainties

The Directors regularly review the risks and uncertainties to which the Group is exposed and seek to ensure that these risks and uncertainties are, as far as possible, minimised.

The Directors have identified the principal risks and uncertainties facing the Group and these are set out below.

Exploration Risk

Mineral exploration is, by its nature, speculative, and as mentioned earlier the number of such projects which develop into mining operations is relatively low. There is no certainty that the Group's exploration projects can be economically exploited and no certainty that this will enhance shareholder value. If the Directors ultimately decide that a prospect has no economic future and they are unable to sell it on, the costs incurred to date would be written off in the Consolidated Income Statement in the year in which the decision to discontinue exploration operations is made.

Development Risk

All mineral exploration and development projects may be subject to delays and/or unforeseen difficulties arising from bad weather, natural disasters, non-availability or delayed availability of licences or permits, changes in the terms on which key licences or permits are available, commissioning of operations, and the raising of finance, among other factors. The risk of delays and unforeseen difficulties is mitigated when practical and legal to do so. However, the risk remains that such factors may render a project unfeasible, or not economically feasible.

Commodity Prices

Changes in the spot and forward prices of the relevant mineral commodity can affect the economic viability of a project at any stage in its life cycle.

Resource Risk

Mineral deposits are evaluated by their size, grade and by other parameters, and mineral resources and reserves are typically calculated in accordance with accepted industry standards and codes. Nevertheless, there is always some level of uncertainty in the underlying assumptions. The Board keeps these assumptions under constant review and adjusts the Group's development strategy accordingly.

Mining & Processing Technical Risk

Variations can occur unexpectedly in the technical parameters of a project and can considerably alter its economic viability, despite the Directors taking as many precautions (such as confirmatory drilling, metallurgical test work and feasibility studies) as is sensible.

Environmental Risks

Changes in legislation and the risk of environmental damage can give rise to unplanned environmental liabilities or threaten the continuity of a project at any stage in its life cycle. The environmental parameters of all projects are considered carefully so as to minimise these risks.

Financing Risk

This arises when despite its best efforts the Group finds itself unable to raise the requisite finance on its optimal timescale, or at all. As a result, project development may be either delayed or suspended pending the raising of finance, and the lack thereof may threaten the rights of the Group in the event the Group is unable to meet its commitments.

The Directors aim to plan far enough ahead to ensure an orderly timing of finance raising activities in order to ensure, as far as practical, that the Group has sufficient liquidity to enable projects to proceed as planned.

Partner Risks

Any joint venture arrangement contains an element of counterparty risk, particularly as to the financial status of the joint venture partner or to its level of participation in the joint venture, and these issues can ultimately lead to the failure of the joint venture. There is a need to maintain good working relations with the Group's joint venture partners and to monitor their involvement and financial condition on a regular basis.

Political & Regulatory Risk

This takes many forms and can exist in developed countries (enhanced environmental requirements, changes in taxation, etc.) as well as less developed countries (civil unrest, government expropriation of mineral assets, corruption etc.). Risks of this nature have affected the Company's interest in the Danglay gold project in the Philippines, where uncertainty regarding government policy towards the mining sector continues to act as a brake on the development of the industry.

Internal Control & Risk Management

The Directors are responsible for the Company's internal control systems. Whilst no system can give absolute assurance against material loss or misstatement, the Group's processes are designed, within the confines of the limited number of personnel employed, to provide reasonable assurance that issues are identified and dealt with in a timely manner.

The on-going financial performance of the Group is monitored regularly, risks are identified and where necessary adjustments are made as early as is possible.

The Board, subject to the necessary shareholder authority, regularly reviews capital investment, project acquisitions and disposals, borrowing facilities (if any), insurance and any guarantee arrangements.

Forward Looking Statements

This Annual Report & Accounts 2020 may include forward looking statements. Such statements may be subject to a number of known and unknown risks, uncertainties and other factors that could cause actual results or events to differ materially from current expectations. There can be no assurance that such statements will prove to be accurate and therefore actual results and future events could differ materially from those anticipated in such statements.

Accordingly, readers should not place undue reliance on forward looking statements. Any forward-looking statements contained herein speak only as of the date hereof (unless stated otherwise) and, except as may be required by applicable laws or regulations (including the AIM Rules for Companies), the Company and the Group disclaim any obligation to update or modify such forward-looking statements as a result of new information, future events or for any other reason.

Corporate Governance

Since September 2018, all AIM-quoted companies have been required to apply a recognised corporate governance code. The Company has chosen the Quoted Companies Alliance (QCA) Corporate Governance Code published in April 2018 for this purpose. High standards of corporate governance are a priority for the Board, and details of how ECR addresses the key governance principles defined in the QCA code are set out below, and on the Company's website in accordance with AIM Rule 26.

Deliver growth

1. Strategy and business model

ECR's business model and strategy to deliver shareholder value are set out in this Strategic Report, together with the Company's values and risk management approach.

2. Understanding and meeting shareholder needs and expectations

The Company maintains a contact form on its website which investors can use to contact the Company. This form is prominently displayed on the Company's website together with its address and phone number.

Annual general meetings are held, which all members have the right to attend, and during each annual general meeting, time is set aside specifically to allow questions from attending members to be addressed to the Board. As the Company is too small to have a dedicated investor relations department, the CEO is responsible for reviewing all communications received from members and determining the most appropriate response. In addition to these passive measures, the CEO typically engages with members through investor shows once or twice each year, which seems to be effective.

3. Stakeholder and social responsibilities

In addition to its members, the Company recognises that its main stakeholder groups are its employees, consultants and contractors, and the communities and governmental authorities where the Company and its subsidiaries operate. Where necessary, the Company dedicates significant time to understanding and acting on the needs and requirements of each of these groups. Board members assess the needs and requirements of the Company's stakeholders as and when they interact with each stakeholder group, usually through meetings and dialogue, and matters are then be raised at Board level for appropriate action.

With regard to corporate social responsibility, the Board is aware of the impact the activities of the Company and its subsidiaries may have on the communities in which they operate, and aims to ensure this impact is positive.

4. Risk management

The Company operates in the mineral exploration and development sector, which is generally high risk but can provide exceptionally high returns for shareholders. The Company maintains a register of risks across a number of categories including personnel, competition, finance, environmental, political, technical and legal.

The risks are identified on an annual basis and discussed with the auditors, and kept up to date with the aid of regular discussions at Board level. For each risk the Board estimates the potential impact and likelihood of adverse events, and identifies mitigating strategies. This register is reviewed periodically as the Company's situation changes and at a minimum annually to determine whether the systems in place are effective or need updating.

Maintain a dynamic management framework

5. Board structure

The Board currently comprises one executive director, one independent non-executive chairman and one non-executive director. The Board meets at least quarterly, and all current directors have attended all Board meetings held in the current financial year (subject to his being a director at that time). Under the Company's articles of association, each director must periodically offer himself for re-election by vote of the members at the Company's annual general meeting.

The contracts of engagement for the Company's non-executive directors routinely require that they devote such of their time as is reasonably necessary to perform their duties. In addition, they may provide paid consulting services in respect of work going beyond the role of a non-executive director. The Company notes that best practice under the QCA code is to have at least half the Board made up of independent non-executive directors.

In addition, the Company notes that its Non-Executive Chairman David Tang has been in post for more than one year and the Board is satisfied as to his independence, especially in light of the periodic requirement for all directors to offer themselves for re-election, which offers shareholders an opportunity to vote on their suitability.

During the past twelve months there have been 6 formal board meetings and all directors in office at the relevant time attended.

6. Board diversity and experience

The individuals who have been appointed to the Board have been chosen because of the skills and experience they offer. The members of the Board at the present time are listed earlier in this annual report, together with an outline of their experience, skills and personal qualities relevant to the Company's business.

The diverse experience and expertise of the directors is intended to ensure that the Board has the skills and capabilities to manage the Company for the benefit of shareholders over the medium to long term.

The Company has no specific advisers to the board other than its lawyers and AIM nominated adviser. Craig Brown acts in the role of Company Secretary.

7. Board performance & evaluation

Evaluation of the performance of the Board has historically been implemented in an informal manner. In the future however, the Board will formally review and consider the performance of each director at or around the time of the Company's annual general meeting using a process which is currently under development.

On an ongoing basis, Board members maintain a watching brief to identify relevant internal and external candidates who may be suitable additions to or backup for current Board members, however the Board considers that the Company is too small to have an internal succession plan and that it would not be cost effective to maintain an external candidate list prior to the need arising.

8. Corporate culture

The Board believes that the promotion of a corporate culture based on sound ethical values and behaviours is essential to maximise shareholder value in the medium to long term. Adherence to these standards is a key factor in the evaluation of performance within the Company, including during annual performance reviews. In addition, staff matters are a standing topic at every Board meeting and the CEO reports on any notable examples of behaviours that either align with or are at odds with the Company's stated values. The Board believes that the Company's culture encourages collaborative, ethical behaviour which benefits employees and shareholders. The Board further believes that all employees and consultants worked in line with the Company's values during the financial year ended 30 September 2020 and since. This has been assessed by the Board in the course of the day-to-day management of the Company, which is feasible given the relatively small size of the organisation.

9. Governance structures

Due to the size of the Company all strategic and major commercial matters are reserved for the Board.

The key Board roles are as follows:

Chair: The primary responsibility of the Chair is to lead the Board effectively and to oversee the adoption, delivery and communication of the Company's corporate governance model. The Chair has sufficient separation from the day-to-day business to be able to make independent decisions.

The Chair is also responsible for making sure that the Board agenda concentrates on the key issues, both operational and financial, with regular reviews of the Company's strategy and its overall implementation.

Chief Executive Officer (CEO): Charged with the implementation of the strategy set by the Board. Works with the Chair and non-executives in an open and transparent way. Keeps the Chair and the Board as a whole up-to-date with operational performance, risks and other issues to ensure that the business remains aligned with the strategy.

The Board has two committees. They are as follows:

Audit committee: The audit committee meets to consider matters relating to the Company's financial position and financial reporting. The committee reviews the independence and objectivity of the external auditors, PKF Littlejohn LLP, as well as the amount of non-audit work undertaken by them, to satisfy itself that this will not compromise their independence. Details of the fees paid to PKF Littlejohn LLP during each financial year are given in the annual accounts. The audit committee currently comprises David Tang (Non-Executive Chairman), Craig Brown (Chief Executive Officer) and Adam Jones (Non-Executive Director).

Remuneration committee: The remuneration committee has been established primarily to determine the remuneration, terms and conditions of employment of the executive directors of the Company. Any remuneration issues concerning non-executive directors are also resolved by this committee, although no director participates in decisions that concern his own remuneration. The remuneration committee comprises David Tang (Non-Executive Chairman), Craig Brown (Chief Executive Officer) and Adam Jones (Non-Executive Director).

Due to the nature of the size of the Company all major operational decisions are reserved for the Board. For the same reason, matters delegated to committees of the Board have been dealt with during the course of ordinary board meetings, with no separate meetings having been held during the year for the individual committees. The appropriateness of the Company's governance structures will be reviewed as the Company evolves, and changes made as necessary.

<u>Build trust</u>

10. Stakeholder communication

On the Company's website shareholders can find all historical regulatory announcements, notices of general meetings, governance-related materials, interim reports and annual reports. Annual reports and notices of general meetings are posted directly to all registered shareholders, and the outcome of general meetings is disclosed in a clear and transparent manner via regulatory announcements.

As described earlier, the Company also maintains web-based and phone contacts which shareholders can use to make enquiries or requests.

Corporate Responsibility

The Board regularly reviews the significance of social, environmental and ethical matters affecting the Group's operations. It considers that the Group is not yet at a stage where a specific corporate social responsibility policy is required, in view of the limited number of stakeholders, other than shareholders. Instead, the Board protects the Group's interests and those of its stakeholders through individual policies and through ethical and transparent business dealings.

The Board has adopted an Anti-Bribery and Corruption Policy.

Shareholders

The Board seeks to protect shareholders' interests at all times by operating in accordance with the corporate governance arrangements set out above, and by ensuring that each Board decision is taken with due regard to the interests of shareholders as a whole. In addition to making appropriate news releases and publishing financial reports, the Directors encourage communication with shareholders at annual general meetings and by participating in investor presentations, Q&A sessions and via social media.

Environment

Mineral exploration and development has the potential to adversely impact the environment in which it takes place. The Group takes its environmental responsibilities seriously and the environmental parameters of the activities of the Group are considered carefully so as to minimise the risk of adverse environmental effects.

Human Rights

The activities of the Group are carried out in accordance with all applicable laws on human rights and with genuine moral concern for all stakeholders.

Employees

The Group seeks to remunerate its employees fairly, offers flexible working arrangements where practical and encourages employees to gain exposure to all aspects of the Group's business. The Group gives full and fair consideration to applications for employment received regardless of age, gender, colour, ethnicity, disability, nationality, religious beliefs, transgender status or sexual orientation. It considers the interests of employees when making decisions and welcomes suggestions from employees which have the potential to improve the Group's performance.

Suppliers & Contractors

The Board recognises the importance of maintaining the goodwill of its contractors, consultants and suppliers, and encourages this through fair dealings. The Group has a prompt payment policy and seeks to ensure all liabilities are settled within the terms agreed with that supplier.

Health & Safety

The activities of the Group are carried out in accordance with all applicable laws on health & safety.

Section 172 Statement

The Directors believe they have acted in the way most likely to promote the success of the Group and Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term;
- Act fairly between the members of the Company;
- Maintain a reputation for high standards of business conduct;
- Consider the interests of the Company's employees;
- Foster the Company's relationships with suppliers, customers and others; and
- Consider the impact of the Company's operations on the community and the environment.

The Group's operations and strategic aims are set out throughout the Strategic Report and in the Chief Executive Officer's Statement, and relationships with stakeholders are also dealt with in the Corporate Governance statement.

This Strategic Report was approved by the Directors on 23 March 2021.

Craig Brown

Director and Chief Executive Officer

Principal Activities

A full review of significant matters, including likely future developments, is contained in the Chairman's Statement, Chief Executive Officer's Report and the Strategic Report.

Details of significant events after the reporting date are also disclosed in Note 21 to the financial statements.

Impact of COVID-19 Pandemic

At the date of this report, many countries are experiencing severe disruption as a result of the COVID-19 pandemic. The suspension of international travel routes as well as domestic movement restrictions within the UK is not affecting the Group's operations. In Australia there have domestic movement restrictions between states at times during the last year however, exploration and mining is considered essential services and therefore there has been no disruption to our operations.

Since the end of October, the Group has been able to resume normal operations in Australia as restrictions have been lifted. The only restriction is international travel from the UK to Australia and the Philippines.

Financial Risk Management Objectives and Policies

The Group does not presently hold any forward or hedge positions in either currency or minerals. Currently these are not deemed necessary, but this is reviewed from time to time. There is inherent risk in operating between different currencies, principally GBP and AUD, and the Board monitors and reviews this exposure on a regular basis.

The Board recognises the Group's exposure to liquidity risk and that the Group's ability to continue its operations is dependent on it having or acquiring sufficient cash resources. The Board continually monitors the Group's cash position and may realise all or part of the Group's investments in order to maintain the ability of the Group to meet its obligations as they fall due.

The location of the Group's principal activities is currently in Australia and its corporate base is in the United Kingdom. These locations are considered stable with advanced economic and legal infrastructures.

Further details of the Group's financial risk management objectives and policies are set out in Note 18 to the financial statements.

Position of the Company and Going Concern

At the date of this report the Group's financial position is strong. As explained herein, the financial statements continue to be prepared on a going concern basis.

Based on a review of the Group's budgets and cash flow forecasts, the Directors are satisfied that the Group and Company has sufficient resources to continue their operations and to meet their commitments for the next at least the next 12 months. The Directors have considered the present economic and financial climate (including the COVID-19 pandemic) as specifically pertaining to the Company and its peer group.

Reviews of operations and business developments are provided in the reports of the Chairman and the Chief Executive Officer, the Strategic Report, this Report of the Directors and within the detail of the financial statements.

Therein are set out certain forward looking statements that have been made by the Directors in good faith. By the nature of these statements there can be no certainty that any or all predictions will be met. Such statements may be subject to a number of known and unknown risks, uncertainties and other factors that could cause actual results or events to differ materially from current expectations. There can be no assurance that such statements will prove to be accurate and therefore actual results and future events could differ materially from those anticipated in such statements.

Accordingly, readers should not place undue reliance on forward looking statements. Any forward looking statements contained herein speak only as of the date hereof (unless stated otherwise) and, except as may be required by applicable laws or regulations (including the AIM Rules for Companies), the Company disclaims any obligation to update or modify such forward looking statements as a result of new information, future events or for any other reason.

Dividends

The results for the year are set out in the Consolidated Income Statement. No dividend is proposed in respect of the year (2019: nil). The Group loss for the year of £2,690,882 (2018 loss of £757,210) has been taken to reserves together with the other comprehensive income and loss.

Directors

The Directors who served during the year and to the date of this report were:

Weili (David) Tang
Craig William Brown
Adam Jones (appointed 16 December 2020)

Under the Company's Articles of Association, at every annual general meeting of the Company, any Director:

- who has been appointed by the Board since the date of the last annual general meeting; or
- who held office at the time of the two preceding annual general meetings and did not retire at either of them; or

- who has held office with the Company as a non–executive Director (that is, he has not been employed by the Company or held executive office) for a continuous period of nine years or more at the date of the meeting:

shall retire from office and may offer himself for election/ re–election by the members.

Total Directors' emoluments are disclosed in Note 6 to the financial statements and details of the share options granted to Directors are disclosed below.

The Directors will comply with Rule 21 of the AIM rules and the Market Abuse Regulation relating to Directors' dealings and will take all reasonable steps to ensure compliance by the Group's applicable employees.

Directors' Interests

Directors who held office at 30 September 2020 held the following beneficial interests, either directly or indirectly (including interests held by spouses, minor children or associated parties) in the ordinary shares of the Company.

	30 September 2020 no. of shares	30 September 2019 no. of shares
C W Brown	2,977,842	2,977,842
Weili (David) Tang	1,428,572	1,428,572
	4,406,414	4,406,414

Additionally, Directors of the Company who held office at 30 September 2020 held the following share options granted under the Company's unapproved share option scheme:

	Options Issued	Date Issued	Expiry Date	Exercise Price
C W Brown	4,076,984	27/02/2017	27/02/2022	£0.01725

Share Capital and Substantial Share Interests

On 12 March 2021, the Company was aware of the following holdings of 3% or more in Company's issued ordinary share capital of 892,300,458 ordinary shares of £0.00001 each.

Registered Shareholder	Number of shares	% Holding
Hargreaves Lansdown Nominees Limited	108,943,657	12.21
Barclays Direct Investing Nominees Limited	71,776,127	8.04
Hargreaves Lansdown Nominees Limited	67,010,242	7.51
Interactive Investor Services Nominees Limited	63,438,115	7.11
Hargreaves Lansdown Nominees Limited	62,721,518	7.03
The Bank of New York (Nominees) Limited	59,553,908	6.67
Interactive Investor Services Nominees Limited	52,966,696	5.94
HSDL Nominees Limited	49,307,645	5.53
Lawshare Nominees Limited	36,272,993	4.07
HSDL Nominees Limited	34,057,429	3.82
JIM Nominees Limited	33,333,243	3.74
HSBC Client Holdings Nominee (UK) Limited	27,038,930	3.03

Streamlined Energy and Carbon Reporting

As per the Streamlined Energy and Carbon Reporting ("SECR") Regulations published in 2018 quoted companies and large unquoted companies that have consumed more than 40,000 kilowatt-hours (kWh) of energy in the reporting period must include energy and carbon information within their directors' report. ECR Minerals Plc and the Group do not currently exceed this threshold and are therefore presently exempt from the SECR reporting requirements. The Group intends to publish energy emissions data in line with the SECR regulations as the Group's projects develops.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group and Parent Company financial statements in accordance with international accounting standards in conformity with the Companies Act 2006 and, as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period. In preparing these financial statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether international accounting standards in conformity with the Companies Act 2006 have been followed subject to any material departures disclosed and explained in the financial reports;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's and Group's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

Directors' and Officers' Liability Insurance

The Company had in force during the year and has in force at the date of this report a qualifying indemnity in favour of its Directors against the financial exposure that they may incur in the course of their professional duties as Directors and officers of the Company and/or its subsidiaries.

Statement on Disclosure of Information to Auditors

Having made the requisite enquiries and in the case of each of the Directors who are Directors of the Company at the date when this report is approved:

- so far as they are individually aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware; and
- each of the Directors has taken all the steps that they should have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of the information.

Auditor

PKF Littlejohn LLP has expressed its willingness to continue in office as auditor of the Company and a resolution to confirm the appointment will be proposed at the forthcoming annual general meeting.

Annual General Meeting

The annual general meeting of the Company will be held at 9.00 am on 19 April 2021 at Chester House, 81-83 Fulham High Street, Fulham Green, London SW6 3JA, United Kingdom. Notice of the annual general meeting is enclosed.

This report was approved by the Board on 23 March 2021.
By order of the Board

Craig Brown
Director and Chief Executive Officer

Independent Auditor's Report to the Members of ECR Minerals Plc

Opinion

We have audited the financial statements of ECR Minerals Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2020 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is international accounting standards in conformity with the Companies Act 2006 and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2020 and of the group's and parent company's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with international accounting standards in conformity with the Companies Act 2006;
- the parent company financial statements have been properly prepared in accordance with international accounting standards in conformity with the Companies Act 2006 and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. Group materiality was £55,000 (2019: £60,000) based upon 2% of gross assets. We consider gross assets to be the main driver of the business as the group is still in the exploration stage and therefore no revenues are currently being generated, and that current and potential investors will be most interested in the recoverability of the exploration and evaluation assets. The parent company materiality was £45,000 (2019: £40,000) based upon an average of 2% of gross assets and 5% of adjusted loss before tax.

Whilst materiality for the financial statements as a whole was set at £55,000, each significant component of the group was audited to an overall materiality ranging between £40,000 – £45,000 with performance materiality set at 70% for all entities.

We agreed with the audit committee that we would report to the committee all audit differences identified during the course of our audit in excess of £2,750 (2019: £3,000) as well as differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

In designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas requiring the directors to make subjective judgements, for example in respect of significant accounting estimates including the carrying value of intangible assets and the consideration of future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

An audit was performed on the financial information of the group's operating entities which for the year ended 30 September 2020 were located in the United Kingdom and Australia. The Argentine operations which were previously held by the group were disposed of during the year. The audit work on each significant component was performed by us as group auditor based upon materiality or risk profile, or in response to potential risks of material misstatement to the group.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the scope of our audit responded to the key audit matter
Recoverability of intangible assets – exploration and evaluation assets (refer to note 10) The group as at 30 September 2020 had ongoing early stage exploration projects in the Philippines and Australia. There is a risk that the expenditure is not correctly capitalised in accordance with IFRS 6. There is also a risk that the capitalised exploration costs are not recoverable and should be impaired. The carrying value of intangible exploration and evaluation assets as at 30 September 2020, which is tested annually for impairment, is £1,869,184. The impairment assessment requires management judgement and estimation of a range of applicable factors. Specifically, there is an ongoing dispute over the Danglay Project (Philippines) where ECR believe they have fulfilled the criteria of the Earn-in and JV Agreement such that ECR has earned a 25% interest. Relevant disclosures in the financial statements are made in Note 2 surrounding critical accounting judgements, and in Note 10 for Intangible assets.	Our work in this area included: • Sample testing of exploration and evaluation expenditure to assess their eligibility for capitalisation under IFRS 6 by corroborating to the original source documentation. • Inspection of the current exploration licences to verify they remained valid and that the group held good title. • Review of correspondence (where applicable) with licensing authorities to ensure compliance and assess the risk of non-renewal. We assessed the sampling results and progress of the projects and whether they indicate the existence of commercially viable projects. • Review and challenge of management's documented consideration of impairment by individual project. • Establishing the intention of the Board to undertake future exploration work. • Review of any internal / external resource estimates produced during the year. • Discussion of status of all projects with management. As disclosed in Note 10 to the financial statements, the group has not yet formally acquired title to its 25% interest in Cordillera Tiger Gold Resources, Inc. ("Cordillera") which is the holder of the exploration permit for the Danglay gold project in the Philippines. The conditions for the earn-in have been satisfied but the relevant shareholding has yet to be issued, despite the Board of Cordillera authorising the issue. In addition, the exploration permit for the Danglay gold project held by Cordillera expired on 30 September 2015. Cordillera is currently waiting for the Philippine authority to formally grant its renewal application. This indicates the existence of a material uncertainty over the recoverability of the carrying value of the Danglay gold project, which amounted to £1,185,297 as at 30 September 2020.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the group and parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the group and parent company financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group and parent company financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

David Thompson

David Thompson (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor
15 Westferry Circus
Canary Wharf
London E14 4HD
23 March 2021

Consolidated Income Statement

For the year ended 30 September 2020 ECR Minerals plc company no. 5079979

	Note	Year ended 30 September 2020 £	Year ended 30 September 2019 £
Proceeds from disposal of licenses		**275,701**	-
Less: expenditure on licences disposed		**(169,509)**	-
Gain on disposal		**106,192**	-
Continuing operations			
Other administrative expenses		**(799,585)**	(833,203)
Currency exchange differences		**(33,497)**	(6,051)
Gain from hyperinflation adjustment		**-**	113,310
Total administrative expenses		**(833,082)**	(725,944)
Operating loss	*3*	**(726,890)**	(725,944)
Other financial assets – fair value movement	*9*	**13,683**	(8,112)
Aborted transaction option fee		-	(25,000)
		(713,207)	(759,056)
Financial income	*7*	**478**	1,846
Financial expense		**8,316**	-
Finance income and costs		**8,794**	1,846
Loss for the year before taxation			
Income tax	*5*	**(704,413)**	(757,210)
Loss for the year from continuing operations		**(704,413)**	(757,210)
Loss on disposal of subsidiary		**(1,986,469)**	-
Loss for the year from discontinued operations		**(1,986,469)**	-
Loss for the year - all attributable to owners of the parent		**(2,690,882)**	(757,210)
Earnings per share - basic and diluted			
On continuing operations	*4*	**(0.14)p**	(0.18)p
On discontinued operations		**(0.39)p**	-

The notes on pages 27 to 42 are an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 30 September 2020 ECR Minerals plc company no. 5079979

	Year ended 30 September 2020 £	Year ended 30 September 2019 £
Loss for the year	**(2,690,882)**	(757,210)
Items that may be reclassified subsequently to profit or loss		
Gain/(loss) on exchange translation	**95,880**	(5,375)
Other comprehensive gain/(loss) for the year	**95,880**	(5,375)
Total comprehensive loss for the year	**(2,595,002)**	(762,586)
Attributable to: -		
Loss on continuing operations	**(608,533)**	(762,586)
Loss on discontinued operations	**(1,986,469)**	-

The notes on pages 27 to 42 are an integral part of these financial statements.

Consolidated & Company Statement of Financial Position

At 30 September 2020 ECR Minerals plc company no. 5079979

		Group		Company	
	Note	**30 September 2020 £**	30 September 2019 £	**30 September 2020 £**	30 September 2019 £
Assets					
Non-current assets					
Property, plant and equipment	*8*	**183,539**	1,041	**2,737**	548
Investments in subsidiaries	*9*	**-**	–	**-**	852,728
Intangible assets	*10*	**1,869,184**	3,295,996	**1,333,282**	2,272,553
Other receivables	*11*	-	–	**1,029,067**	983,864
		2,052,723	3,297,037	**2,365,086**	4,109,694
Current assets					
Trade and other receivables	*11*	**108,617**	108,654	**726,689**	616,190
Financial assets at fair value through profit or loss	*9*	**26,870**	13,187	**26,870**	13,187
Cash and cash equivalents	*12*	**1,497,231**	268,517	**1,207,190**	227,508
		1,632,718	390,358	**1,960,749**	856,885
Total assets		**3,685,441**	3,687,395	**4,325,835**	4,966,578
Current liabilities					
Trade and other payables	*14*	**121,622**	46,791	**93,848**	22,990
		121,622	46,791	**93,848**	22,990
Total liabilities		**121,622**	46,791	**93,848**	22,990
Net assets		**3,563,819**	3,640,604	**4,231,987**	4,943,589
Equity attributable to owners of the parent					
Share capital	*13*	**11,286,928**	11,284,845	**11,286,928**	11,284,845
Share premium	*13*	**47,090,048**	45,391,202	**47,090,048**	45,391,202
Exchange reserve		**531,453**	(394,876)	**-**	–
Other reserves		**440,706**	742,698	**440,706**	742,698
Retained losses		**(55,785,316)**	(53,383,265)	**(54,585,695)**	(52,475,157)
Total equity		**3,563,819**	3,640,604	**4,231,987**	4,943,589

The Company has elected to take the exemption under section 408 of the Companies Act 2006 from presenting the parent company profit and loss account. The loss for the parent company for the year was £2,399,369 (2019: £623,683 loss).

The notes on pages 27 to 42 are an integral part of these financial statements. The financial statements were approved and authorised for issue by the Directors on 23 March 2021 and were signed on its behalf by:

Weili (David) Tang
Non–Executive Chairman

Craig Brown
Director & Chief Executive Officer

Consolidated Statement of Changes in Equity

For the year ended 30 September 2020 ECR Minerals plc company no. 5079979

	Share capital (Note 13) £	Share premium (Note 13) £	Exchange reserve £	Other reserves £	Retained reserves £	Total £
Balance at 30 September 2018	11,283,756	44,460,171	(389,501)	1,381,998	(53,084,878)	**3,651,546**
Loss for the year	–	–	–	–	(757,120)	**(757,120)**
Loss on exchange translation	–	–	(5,375)	–	–	**(5,375)**
Total comprehensive loss	–	–	(5,375)	–	(757,120)	**(762,586)**
Shares issued	1,039	737,745	–	–	–	**738,784**
Share issue costs	–	(38,040)	–	–	–	**(38,040)**
Lapsed or expired share-based payments	–	180,476	–	(639,300)	458,824	**–**
Shares issued in payment of creditors	50	50,850	–	–	–	**50,900**
Total transactions with owners, recognised directly in equity	1,089	931,031	–	(639,300)	458,824	**751,644**
Balance at 30 September 2019	11,284,845	45,391,202	(394,876)	742,698	(53,383,264)	**3,640,604**
Loss for the year	–	–	–	–	(2,690,882)	**(2,690,882)**
Gain on exchange translation	–	–	95,880	–	–	**95,880**
Total comprehensive loss	–	–	95,880	–	(2,690,882)	**(2,595,002)**
Shares issued	2,067	1,754,986	–	–	–	**1,757,053**
Share issue costs	–	(77,000)	–	–	–	**(77,000)**
Share based payments	–	13,161	–	(301,992)	288,831	**–**
Recycled through profit or loss on disposal of subsidiary	–	–	830,449	–	–	**830,449**
Share issued in payment of creditors	15	7,699	–	–	–	**7,714**
Total transactions with owners, recognised directly in equity	2,083	1,698,846	830,449	(301,992)	288,831	**2,518,216**
Balance at 30 September 2020	11,286,928	47,090,048	531,453	440,706	(55,785,316)	**3,563,819**

The notes on pages 27 to 42 are an integral part of these financial statements.

Company Statement of Changes in Equity

For the year ended 30 September 2020

ECR Minerals plc company no. 5079979

	Share capital (Note 13) £	Share premium (Note 13) £	Other reserves £	Retained reserves £	Total £
Balance at 30 September 2018	11,283,756	44,460,171	1,381,998	(52,310,297)	**4,815,628**
Loss for the year	–	–	–	(623,682)	**(623,682)**
Total comprehensive expense	–	–	–	(623,682)	**(623,682)**
Shares issued	1,039	737,745	–	–	**738,784**
Share issue costs	–	(38,040)	–	–	**(38,040)**
Lapsed or expired share based payments		180,476	(639,300)	458,824	**–**
Shares issued in payment of creditors	50	50,850	–	–	**50,900**
Total transactions with owners, recognised directly in equity	1,089	931,031	(639,300)	458,824	**751,644**
Balance at 30 September 2019	11,284,845	45,391,202	742,698	(52,475,156)	**4,943,589**
Loss for the year	–	–	–	(2,399,369)	**(2,399,369)**
Total comprehensive expense	–	–	–	(2,399,369)	**(2,399,369)**
Shares issued	2,067	1,754,986	–	–	**1,757,054**
Share issue costs	–	(77,000)	–	–	**(77,000)**
Share based payment	–	13,161	(301,992)	288,831	**–**
Shares issued in payment of creditors	15	7,699	–	–	**7,714**
Total transactions with owners, recognised directly in equity	2,083	1,698,846	(301,992)	288,831	**1,687,768**
Balance at 30 September 2020	11,286,928	47,090,048	440,706	(54,585,695)	**4,231,987**

The notes on pages 27 to 42 are an integral part of these financial statements.

Consolidated & Company Cash Flow Statement

For the year ended 30 September 2020 ECR Minerals plc company no. 5079979

	Note	Group Year ended 30 September 2020 £	Group Year ended 30 September 2019 £	Company Year ended 30 September 2020 £	Company Year ended 30 September 2019 £
Net cash used in operations	*20*	**(668,377)**	(773,318)	**(694,408)**	(761,915)
Investing activities					
Purchase of property, plant & equipment	*8*	**(186,307)**	–	**(5,963)**	–
Increase in exploration assets	*10*	**(180,653)**	(436,522)	**–**	(16,244)
Proceeds from disposal of licenses		**275,701**	–	**–**	–
R&D tax credits on exploration		**307,818**	–	**–**	–
Loan to subsidiary		**–**	–	**–**	(455,370)
Interest income	*7*	**478**	1,846	**–**	1,268
Net cash generated from/(used in) investing activities		**217,037**	(434,676)	**(5,963)**	(460,346)
Financing activities					
Proceeds from issue of share capital (net of issue costs)		**1,680,054**	700,744	**1,680,054**	700,744
Net cash from financing activities		**1,680,054**	700,744	**1,680,054**	700,744
Net change in cash and cash equivalents		**1,228,714**	(507,250)	**979,682**	(521,517)
Cash and cash equivalents at beginning of the year		**268,517**	781,142	**227,508**	749,025
Effect of changes in foreign exchange rates		**–**	(5,375)	**–**	–
Cash and cash equivalents at end of the year	*12*	**1,497,231**	268,517	**1,207,190**	227,508

Non-cash transactions:

1. Settlement of creditors of £7,715 (2019: £89,684) with ordinary shares.

The notes on pages 27 to 42 are an integral part of these financial statements.

1 General information

The Company and the Group operated mineral exploration and development projects. The Group's principal interests are located in Australia, Argentina and the Philippines.

The Company is a public limited company incorporated and domiciled in England. The registered office of the Company and its principal place of business is Unit 119, Chester House, 81-83 Fulham High Street, Fulham Green, London SW6 3JA. The Company is quoted on the Alternative Investment Market (AIM) of the London Stock Exchange.

2 Accounting policies

Overall considerations

The principal accounting policies that have been used in the preparation of these consolidated financial statements are set out below. The policies have been consistently applied unless otherwise stated.

Basis of preparation

a) Statement of compliance

The consolidated financial statements have been prepared in accordance with international accounting standards in conformity with the Companies Act 2006. The financial statements are prepared on the historical cost basis or the fair value basis where the fair valuing of relevant assets or liabilities has been applied.

b) (i) New and amended standards, and interpretations issued and effective for the financial year beginning 1 October 2019

There were no new standards, amendments or interpretations effective for the first time for periods beginning on or after 1 October 2019 that had a material effect on the Group or Company financial statements

(ii) New standards, amendments and interpretations in issue but not yet effective

At the date of approval of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not been adopted by the EU):

- Amendments to References to Conceptual Framework in IFRS Standards – effective 1 January 2020
- Definition of Material (Amendments to IAS 1 and IAS 8) – effective 1 January 2020
- Amendment to IFRS 3 Business Combinations – effective 1 January 2020
- Amendments to IFRS 9, IAS 39 and IFRS 17: Interest Rate Benchmark Reform – effective 1 January 2020
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16: Interest Rate Benchmark Reform – Phase 2 – effective 1 January 2021*
- Amendment to IFRS 3 Business Combinations – Reference to the Conceptual Framework – effective 1 January 2022*
- Amendments to IAS 37: Provisions, Contingent Liabilities and Contingent Assets – effective 1 January 2022*
- Annual Improvements to IFRS Standards 2018-2020 Cycle – effective 1 January 2022*
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and Amendments to IAS 1: Classification of Liabilities as Current or Non-current – Deferral of Effective Date – effective 1 January 2023*

*subject to EU endorsement

The Group and Company intend to adopt these standards when they become effective. The introduction of these new standards and amendments is not expected to have a material impact on the Group or Company.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and one of its subsidiaries made up to 30 September 2020. Subsidiary undertakings acquired during the period are recorded under the acquisition method of accounting and their results consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date such control ceases.

The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Going concern

It is the prime responsibility of the Board to ensure the Group and Company remains a going concern. At 15 March 2021, the Group has cash and cash equivalents of £3,954,919 and no borrowings.

The Group's financial projections and cash flow forecasts covering a period of at least twelve months from the date of approval of these financial statements show that the Group will have sufficient available funds in order to meet its contracted and committed expenditure. Further details are included in Note 21 to the financial statements.

Based on their assessment of the financial position, the Directors have a reasonable expectation that the Group and Company will be able to continue in operational existence for the next 12 months and continue to adopt the going concern basis of accounting in preparing these Financial Statements.

Cash and cash equivalents

Cash includes petty cash and cash held in current bank accounts. Cash equivalents include short–term investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and any provision for impairment losses.

Depreciation is charged on each part of an item of property, plant and equipment so as to write off the cost of assets less the residual value over their estimated useful lives, using the straight–line method. Depreciation is charged to the income statement. The estimated useful lives are as follows:

Office equipment	3 years
Furniture and fittings	5 years
Machinery and equipment	5 years

Expenses incurred in respect of the maintenance and repair of property, plant and equipment are charged against income when incurred. Refurbishments and improvements expenditure, where the benefit is expected to be long lasting, is capitalised as part of the appropriate asset.

An item of property, plant and equipment ceases to be recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on cessation of recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset ceases to be recognised.

Exploration and development costs

All costs associated with mineral exploration and investments are capitalised on a project–by–project basis, pending determination of the feasibility of the project. Costs incurred include appropriate technical and administrative expenses but not general overheads. If an exploration project is successful, the related expenditures will be transferred to mining assets and amortised over the estimated life of the commercial ore reserves on a unit of production basis. Where a licence is relinquished or a project abandoned, the related costs are written off in the period in which the event occurs. Where the Group maintains an interest in a project, but the value of the project is considered to be impaired, a provision against the relevant capitalised costs will be raised.

The recoverability of all exploration and development costs is dependent upon continued good title to relevant assets being held (or, in the case of the Company's interest in the Danglay gold project, to good title being secured), the discovery of economically recoverable reserves, the ability of the Group to obtain necessary financing to complete the development of reserves and future profitable production or proceeds from the disposition thereof.

Impairment testing

Individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may exceed its recoverable amount, being the higher of net realisable value and value in use. Any such excess of carrying value over recoverable amount or value in use is taken as a debit to the income statement.

Intangible exploration assets are not subject to amortisation and are tested annually for impairment.

Provisions

A provision is recognised in the Statement of Financial Position when the Group or Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre–tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Leased assets

Assets and liabilities arising from a lease are initially measured on a present value basis. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset. Lease payments are allocated between principal and finance cost. All other short term leases are regarded as operating leases and the payments made under them are charged to the income statement on a straight-line basis over the lease term.

Taxation

There is no current tax payable in view of e losses to date.

Deferred income taxes are calculated using the Statement of Financial Position liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the Statement of Financial Position date.

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the income statement, except where they relate to items that are charged or credited directly to equity, in which case the related current or deferred tax is also charged or credited directly to equity.

Investments in subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The investments in subsidiaries held by the Company are valued at cost less any provision for impairment that is considered to have occurred, the resultant loss being recognised in the income statement.

Equity

Equity comprises the following:

- "Share capital" represents the nominal value of equity shares, both ordinary and deferred.
- "Share premium" represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issues.
- "Other reserves" represent the fair values of share options and warrants issued.
- "Retained reserves" include all current and prior year results, including fair value adjustments on financial assets, as disclosed in the consolidated statement of comprehensive income.
- "Exchange reserve" includes the amounts described in more detail in the following note on foreign currency below.

Foreign currency translation

The consolidated financial statements are presented in pounds sterling which is the functional and presentational currency representing the primary economic environment of the Group.

Foreign currency transactions are translated into the respective functional currencies of the Company and its subsidiaries using the exchange rates prevailing at the date of the transaction or at an average rate where it is not practicable to translate individual transactions. Foreign exchange gains and losses are recognised in the income statement.

Monetary assets and liabilities denominated in a foreign currency are translated at the rates ruling at the Statement of Financial Position date.

The assets and liabilities of the Group's foreign operations are translated at exchange rates ruling at the Statement of Financial Position date. Income and expense items are translated at the average rates for the period. Exchange differences are classified as equity and transferred to the Group's exchange reserve. Such differences are recognised in the income statement in the periods in which the operation is disposed of.

Share–based payments

The Company awards share options to certain Company Directors and employees to acquire shares of the Company. Additionally, the Company has in previous years issued warrants to providers of equity finance.

All goods and services received in exchange for the grant of any share–based payment are measured at their fair values. Where employees are rewarded using share–based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the instrument granted to the employee.

The fair value is appraised at the grant date and excludes the impact of non–market vesting conditions. Fair value is measured by use of the Black Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non–transferability, exercise restrictions, and behavioural considerations.

All equity–settled share–based payments are ultimately recognised as an expense in the income statement with a corresponding credit to "other reserves".

If vesting periods or other non–market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior years if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options, the proceeds received net of attributable transaction costs are credited to share capital and, where appropriate, share premium.

A gain or loss is recognised in profit or loss when a financial liability is settled through the issuance of the Company's own equity instruments. The amount of the gain or loss is calculated as the difference between the carrying value of the financial liability extinguished and the fair value of the equity instrument issued.

Financial instruments

Financial assets

The Group's financial assets comprise equity investments held as financial assets at fair value through profit or loss as required by IFRS 9, and financial assets at amortised cost, being cash and cash equivalents and receivables balances. Financial assets are assigned to the respective categories on initial recognition, based on the Group's business model for managing financial assets, which determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets at amortised cost are non–derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are initially measured at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment under the expected credit loss model.

The Group's receivables fall into this category of financial instruments. Discounting is omitted where the effect of discounting is immaterial.

Equity investments are held as financial assets at fair value through profit or loss. These assets are initially recognised at fair value and subsequently carried in the financial statements at fair value, with net changes recognised in profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired

Or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss.

The amount of the expected credit loss is measured as the difference between all contractual cash flows that are due in accordance with the contract and all the cash flows that are expected to be received (i.e. all cash shortfalls), discounted at the original effective interest rate (EIR).

For trade receivables (not subject to provisional pricing) and other receivables due in less than 12 months, the Group applies the simplified approach in calculating ECLs, as permitted by IFRS 9. Therefore, the Group does not track changes in credit risk, but instead, recognises a loss allowance based on the financial asset's lifetime ECL at each reporting date.

Financial liabilities

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and are held at amortised cost. After initial recognition, trade and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit or loss and other comprehensive income when the liabilities are derecognised, as well as through the EIR amortisation process.

Derecognition

A financial liability is derecognised when the associated obligation is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss and other comprehensive income.

Critical accounting estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on–going basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years.

The most critical accounting policies and estimates in determining the financial condition and results of the Group and Company are those requiring the greater degree of subjective or complete judgement. These relate to:

Capitalisation and recoverability of exploration costs (Note 10):

Capitalised exploration and evaluation costs consist of direct costs, licence payments and fixed salary/consultant costs, capitalised in accordance with IFRS 6 "Exploration for and Evaluation of Mineral Resources". The group and company recognises expenditure as exploration and evaluation assets when it determines that those assets will be successful in finding specific mineral assets. Exploration and evaluation assets are initially measured at cost. Exploration and evaluation costs are assessed for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. Any impairment is recognised directly in profit or loss.

Recoverability of investment in subsidiaries including intra group receivables (Note 9 and 11)

The recoverability of investments in subsidiaries, including intra group receivables, is directly linked to the recoverability of the exploration assets in those entities, which is subject to the same estimates and judgements as explained above.

3 Operating loss

The operating loss is stated after charging:	Year ended 30 September 2020 £	Year ended 30 September 201(£
Depreciation of property, plant and equipment	**3,809**	1,701
Operating lease expenses	**23,768**	23,746
Auditors' remuneration – fees payable to the Company's auditor for the audit of the parent company and consolidated financial statements	**25,750**	21,500

4 Earnings per share

Basic and Diluted	Year ended 30 September 2020	Year ended 30 September 2019
Weighted number of shares in issue during the year	**512,411,527**	423,047,928

	£	£
Loss from continuing operations attributable to owners of the parent	**(704,413)**	(757,210)
Loss from discontinued operations attributable to owners of the parent	**(1,986,469)**	–

Basic earnings per share has been calculated by dividing the loss attributable to equity holders of the company after taxation by the weighted average number of shares in issue during the year. There is no difference between the basic and diluted earnings per share as the effect on the exercise of options and warrants would be to decrease the earnings per share.

Details of share options and warrants that could potentially dilute earnings per share in future periods is set out in Note 13.

5 Income tax

The relationship between the expected tax expense based on the corporation tax rate of 19% for the year ended 30 September 2020 (2019: 19%) and the tax expense actually recognised in the income statement can be reconciled as follows:

	Year ended 30 September 2020 £	Year ended 30 September 2019 £
Group loss for the year	**(2,690,882)**	**(757,210)**
Loss on activities at effective rate of corporation tax of 19% (2019: 19%)	**(511,268)**	(143,870)
Expenses not deductible for tax purposes	**11,940**	13,024
Loss on disposal of subsidiary not deductible for tax purposes	**344,623**	-
Income not taxable	**8,794**	1,703
Depreciation in excess of capital allowances	**3,809**	247
Loss carried forward on which no deferred tax asset is recognised	**142,102**	128,896
Current tax expense	**–**	–
Deferred tax (see below)	**–**	–
Total income tax expense	**–**	–

The Company has unused tax losses of approximately £6,950,000 (2019: £4,750,000) to carry forward and set against future profits; and the Company has capital losses of £197,000 to carry forward and set against future capital gains of the Company. The related deferred tax asset has not been recognised in respect of these losses as there is no certainty in regard to the level and timing of future profits.

6 Staff numbers and costs

Group and Company	Year ended 30 September 2020 Number	Year ended 30 September 2019 Number
Directors	**2**	3
Administration	**3**	2
Total	**5**	5

The aggregate payroll costs of these persons were as follows:

	£	£
Staff wages and salaries	**43,270**	36,163
Directors' cash based emoluments	**211,815**	250,103
Social security costs	**18,218**	20,294
Pension contributions	**1,721**	1,377
	275,024	307,937

The remuneration of the directors, who are the key management personnel of the Group, in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures' was as follows:

	£	£
Directors' cash based emoluments	**211,815**	250,103
Employer's national insurance contributions	**16,497**	14,394
Pension contributions	**1,315**	1,052
	229,627	265,549

Directors' remuneration

As required by AIM Rule 19, details of remuneration earned in respect of the financial year ended 30 September 2020 by each Director are set out below:

Year ended 30 September 2020

Director	Salary Paid £	Salary Accrued £	Consulting fees £	Pension £	Total £
C Brown	**120,000**	**10,000**	**-**	**1,315**	**131,315**
W Tang	**48,000**	**10,000**	**23,815**	**-**	**81,815**
	168,000	**20,000**	**23,815**	**1,315**	**213,130**

Year ended 30 September 2019

Director	Salary Paid £	Salary Accrued £	Consulting fees £	Pension £	Total £
C Brown	130,000	–	–	1,052	131,052
W Tang	54,000	4,000	42,646	–	100,646
S Garrett	19,457	–		–	19,457
	203,457	4,000	42,646	1,052	251,155

The highest paid Director received remuneration of £130,000 (2019: £130,000), excluding share–based payments.

7 Finance income

Finance income	Year ended 30 September 2020 £	Year ended 30 September 2019 £
Interest on cash and cash equivalents	**478**	1,846
	478	1,846

8 Property, plant and equipment

Group

Cost	Furniture & fittings £	Office equipment £	Machinery & equipment £	Total £
At 1 October 2019	2,982	12,917	3,865	**19,764**
Additions	-	5,963	180,344	**186,307**
At 30 September 2020	2,982	18,880	184,209	**206,071**
Depreciation				
At 1 October 2019	2,328	12,917	3,478	**18,723**
Depreciation for the year	552	1,240	2,017	**3,809**
At 30 September 2020	2,880	14,157	5,495	**22,532**
Net book value				
At 1 October 2019	654	-	387	**1,041**
At 30 September 2020	102	4,723	180,517	**185,341**

Company

Cost	Furniture & fittings £	Office equipment £	Machinery & equipment £	Total £
At 1 October 2019	890	12,917	3,865	**17,672**
	-	5,963	-	**5,963**
At 30 September 2020	890	18,880	3,865	**23,635**
Depreciation				
At 1 October 2019	729	12,917	3,478	**17,124**
Depreciation for the year	161	1,240	387	**1,788**
At 30 September 2020	890	14,157	3,865	**18,912**
Net book value				
At 1 October 2019	161	-	387	**548**
At 30 September 2020	-	4,723	-	**4,723**

The Group and the Company's property, plant and equipment are free from any mortgage or charge.

8 Property, plant and equipment *continued*

The comparable table for 2019 is detailed below.

Group

Cost	Furniture & fittings £	Office equipment £	Machinery & equipment £	Total £
At 1 October 2018	2,982	12,917	3,865	**19,764**
At 30 September 2019	2,982	12,917	3,865	**19,764**
Depreciation				
At 1 October 2018	1,374	12,653	2,705	**16.732**
Depreciation for the year	954	264	773	**1,991**
At 30 September 2019	2,328	12,917	3,478	**18,723**
Net book value				
At 1 October 2018	1,608	264	1,160	**3,032**
At 30 September 2019	654	-	387	**1,041**

Company

Cost	Furniture & fittings £	Office equipment £	Machinery & equipment £	Total £
At 1 October 2018	890	12,917	3,865	**17,672**
At 30 September 2019	890	12,917	3,865	**17,672**
Depreciation				
At 1 October 2018	551	12,653	2,075	**15,909**
Depreciation for the year	178	264	773	**1,215**
At 30 September 2019	729	12,917	3,478	**17,124**
Net book value				
At 1 October 2018	339	264	1,160	**1,763**
At 30 September 2019	161	-	387	**548**

9 Investments

	Investment in subsidiaries £
Cost as at 1 October 2019	**852,728**
Addition	**-**
Disposal	**(852,728)**
Balance at 30 September 2020	**-**

The comparable table for 2019 is detailed below:

	Investment in subsidiaries £
Cost as at 1 October 2018	**852,728**
Addition	**-**
Balance at 30 September 2019	**852,728**

9 Investments *continued*

Investment in subsidiaries

At 30 September 2020, the Company had interests in the following subsidiary undertakings:

Subsidiaries:	Principal country of incorporation	Principal activity	Description and effective country of operation	Proportion of shares held
Mercator Gold Australia Pty Ltd	Australia	Mineral Exploration	Australia	100%
Warm Springs Renewable Energy Corporation	USA	Dormant	USA	90%
Copper Flat Corporation	USA	Dormant	USA	100%

Registered office address of the subsidiaries:

Mercator Gold Australia Pty Ltd	58 Gipps Street, Collingwood Victoria, 3066, Australia
Warm Springs Renewable Energy Corporation	315 Paseo de Peralta, Santa Fe, NM 87501, USA
Copper Flat Corporation (formerly New Mexico Copper Corporation)	315 Paseo de Peralta, Santa Fe, NM 87501, USA

Financial assets at fair value through profit or loss

	2020 **£**	2019 £
Quoted investments		
At 1 October	**13,187**	21,299
Fair value movements	**13,683**	(8,112)
At 30 September	**26,870**	13,187

The financial asset at 30 September 2019 and 2020 comprises shares in Tiger International Resources, Inc., and is held at fair value through profit or loss in accordance with IFRS 9 Financial Instruments.

10 Intangible assets – exploration and development costs

	Group		Company	
	2020 **£**	2019 £	**2020** **£**	2019 £
At 1 October	**3,295,996**	2,859,474	**2,272,553**	2,256,309
Additions	**180,653**	500,868	**–**	16,244
R&D tax credit refund	**(307,818)**	–	**–**	–
Disposal of Ochre	**(1,156,020)**	–	**(939,271)**	–
Disposal of licenses	**(169,509)**	–	**–**	–
Translation difference	**25,882**	(64,346)	**–**	–
At 30 September	**1,869,184**	3,295,996	**1,333,282**	2,272,553

An operating segment level summary of exploration and development costs of the Group is presented below:

	2020 **£**	2019 £
Danglay Gold Project, Philippines	**1,185,297**	1,180,666
SLM Gold Project, Argentina	**–**	1,155,554
Central Victorian Gold Projects, Australia	**683,887**	959,776
At 30 September	**1,869,184**	3,295,996

10 Intangible assets – exploration and development costs *continued*

Danglay Gold Project, Philippines

In April 2013 ECR entered into an earn-in and joint venture agreement (the "Agreement") in relation to the Danglay gold project in the Philippines. Cordillera Tiger Gold Resources, Inc. ("Cordillera Tiger") is a Philippine corporation and the holder of the exploration permit (the "EP") which represents the Danglay project.

Activities under the Agreement commenced in December 2013 and ceased when the Earn-In Option (as that term is defined in the Agreement) was terminated in August 2016. The Philippine mining industry is enduring a period of significant political and regulatory upheaval, which has been particularly intense and unpredictable since June 2016. In light of this, termination of the Earn-In Option was considered a prudent step for the Company to take.

The Agreement gave ECR the exclusive right and option to earn a 25% or 50% interest in Cordillera Tiger and thereby in the Danglay project. Under the terms of the Agreement, ECR was the operator of the Danglay project, through Cordillera Tiger. The completion of various exploration programmes generated valuable data which is relevant to the assessment of the project's economic potential.

In December 2015, the Company published an NI43-101 technical report (the "Report") in relation to the Danglay project. The Report also disclosed a target for further exploration, as permitted by NI43-101. The Report supports the disclosure on 5 November 2015 of an inferred mineral resource estimate for oxide gold mineralisation at Danglay.

Under the Agreement, the estimation of this mineral resource and the making of expenditures exceeding US$500,000 in connection with the Danglay project, entitle ECR to a 25% interest in Cordillera Tiger. Both conditions have been satisfied, but the relevant shareholding has yet to be issued.

One of the delaying factors has been a lawsuit which was filed in the Philippines in 2017 against three members of the Cordillera Tiger board. The lawsuit challenged, among other things, the intended issuance of shares in Cordillera Tiger to ECR, by seeking to invalidate a Cordillera Tiger board meeting which took place on 31 March 2017. The plaintiff in the suit was Mr Patric Barry, a director of Cordillera Tiger at the time the suit was initiated. The Company, which was not a party to the lawsuit, considers the suit to have been a transparent and unscrupulous attempt to obstruct Cordillera Tiger's performance of its contractual obligations and deprive ECR of its rightful shareholding.

A decision in respect of the suit was issued by the court in June 2020, and the Company has been provided with a copy. The Company has also taken Philippine legal advice regarding the implications of the court's decision, which did not award any damages or costs to the plaintiff. The decision invalidated the 31 March 2017 Cordillera Tiger board meeting, and the earlier appointments of two of the defendants to their positions as directors and officers of Cordillera Tiger. However, as the defendants were all elected as directors of Cordillera Tiger at a June 2017 shareholders' meeting and as officers at a board meeting which immediately followed, and were re-elected in subsequent years, and as the board resolution for the issuance of ECR's 25% shareholding in Cordillera Tiger was ratified at the June 2017 shareholders' and board meetings, the court's decision does not affect ECR's entitlement to its interest in Cordillera Tiger. Neither the June 2017 meetings nor those in subsequent years have been successfully challenged. The Company therefore continues to expect that the issuance of its 25% interest in Cordillera Tiger will proceed in due course.

The Company is aware of a news release made in February 2021 by a Canadian company called Tiger International Resources, Inc. ("Tiger International"). The Company considers that this news release makes a number of inaccurate claims regarding Cordillera Tiger, the circumstances surrounding the court case, and the outcome of the case. The Company's understanding of the facts is that neither Tiger International nor Mr Patric Barry, who is Tiger International's President, control Cordillera Tiger or have any legal means of doing so. Accordingly, the Company expects that Mr Barry's unjustified efforts to prevent the issuance of ECR's 25% interest in Cordillera Tiger will ultimately fail.

Renewal of Cordillera Tiger's EP for a further two-year term was applied for in September 2015, and in June 2016 the renewed EP was issued to Cordillera Tiger for signature and return to the Philippine authorities. The final renewed EP has yet to be provided to Cordillera Tiger, and the status of the renewal is unclear. Given the political and regulatory uncertainty affecting the mining sector in the Philippines, the delay is not unexpected, and it is likely that the relevant processes will have slowed further because of the COVID-19 pandemic.

The Danglay project remains attractive from a technical standpoint, but due to the high level of political and regulatory risk affecting the Philippine mining sector, only limited efforts by ECR to enforce its rights in respect of Cordillera Tiger have to date been considered commercially justifiable. However, the political climate for the minerals industry in the Philippines appears on course to improve in future, and the Directors are continuing to monitor the situation.

11 Trade and other receivables

	Group		Company	
	2020	2019	**2020**	2019
	£	£	**£**	£
Non-current assets				
Amount owed by a subsidiary	**–**	–	**1,029,067**	983,864
Current assets				
Amount owed by a subsidiary	**–**	–	**669,774**	540,649
Other receivables	**24,778**	67,314	**15,883**	34,573
Prepayments and accrued income	**41,032**	41,339	**41,032**	40,968
Inventory – drilling spares	**42,807**	–	**–**	–
	108,617	108,635	**726,689**	616,190

The short–term carrying values are considered to be a reasonable approximation of the fair value.

12 Cash and cash equivalents

	Group		Company	
	2020	2019	**2020**	2019
	£	£	**£**	£
Cash and cash equivalents consisted of the following:				
Deposits at banks	**1,497,231**	**268,502**	**1,207,190**	**227,508**
Cash on hand	**-**	15	**–**	–
	1,497,231	**268,517**	**1,207,190**	**227,508**

13 Share capital and share premium accounts

The share capital of the Company consists of three classes of shares: ordinary shares of 0.001p each which have equal rights to receive dividends or capital repayments and each of which represents one vote at shareholder meetings; and two classes of deferred shares, one of 9.9p each and the other of 0.099p each, which have limited rights as laid out in the Company's articles. In particular deferred shares carry no right to dividends or to attend or vote at shareholder meetings and deferred share capital is only repayable after the nominal value of the ordinary share capital has been repaid.

a) Changes in issued share capital and share premium

	Number of shares	Ordinary shares £	Deferred 9.9p shares £	Deferred 'B' 0.099p shares £	Deferred 0.199p shares £	Total shares £	Share premium £	Total £
At 1 October 2019	450,930,783	4,509	7,194,816	3,828,359	257,161	11,284,845	45,391,202	56,676,047
Issue of shares less costs	206,725,269	2,067	-	-	-	2,067	1,677,986	1,680,053
Shares issued in payment of creditors	1,542,860	15	-	-	-	15	7,699	7,714
Share based payment	-	-	-	-	-	-	13,161	13,161
Balance at 30 September 2020	**659,198,912**	**6,591**	**7,194,816**	**3,828,359**	**257,161**	**11,286,927**	**47,090,048**	**58,376,975**

All the shares issued are fully paid up and none of the Company's shares are held by any of its subsidiaries.

13 Share capital and share premium accounts *continued*

b) Potential issue of ordinary shares

Share options

The number and weighted average exercise prices of share options valid at the year–end are as follows:

	Weighted average exercise price 2020 £	**Number of options 2020**	Weighted average exercise price 2019 £	Number of options 2019
Exercisable at the beginning of the year	**0.108**	**9,254,670**	0.108	9,254,670
Granted during the year	**–**	**–**	–	–
Expired during the year	**0.55**	**(1,044,702)**	–	–
Exercisable at the end of the year	**0.051**	**8,209,968**	0.108	9,254,670

The options outstanding at 30 September 2020 have a weighted average remaining contractual life of one year and seven months (2019: two years and two months).

The options outstanding at the end of the year have the following expiry date and exercise prices:

Date granted	Expiry Date	Exercise Price in	No. of Options
6 January 2011	5 January 2021	£5.00	56,000
27 February 2017	26 February 2022	£0.01725	8,153,968

Share-based payments

There were no options issued during the year.

Share warrants

	Weighted average exercise price 2020 £	**Number of warrants 2020**	Weighted average exercise price 2019 £	Number of warrants 2019
Exercisable at the beginning of the year	0.01767	283,937,327	0.010682	198,674,936
Expired during the year	0.01658	(5,277,778)	0.048669	(14,737,609)
Granted during the year	0.01350	146,725,275	0.01250	100,000,000
Exercisable at the end of the year	0.01625	425,384,824	0.01767	283,937,327

The warrants outstanding at the end of the year have the following expiry date and exercise prices:

Date granted	Expiry Date	Exercise Price £	No. of Warrants
6 June 2017	5 June 2020	0.01	2,767,820
6 June 2017	5 June 2022	0.02	55,356,391
6 June 2017	5 June 2022	0.05	27,678,195
30 July 2018	29 July 2021	0.0125	92,857,143
20 December 2018	19 December 2020	0.0125	100,000,000
20 April 2020	19 April 2022	0.01	100,000,000
30 July 2020	29 July 2022	0.021	571,429
30 July 2020	29 July 2022	0.021	46,153,846

14 Trade and other payables

	Group		Company	
	2020	2019	**2020**	2019
	£	£	**£**	£
Trade payables	**45,032**	23,107	**17,258**	6,585
Social security and employee taxes	**6,663**	5,956	**6,663**	5,956
Other creditors and accruals	**69,927**	17,728	**69,927**	10,449
	121,622	46,791	**93,848**	22,990

15 Capital management

The Group's objective when managing capital is to safeguard the entity's ability to continue as a going concern and develop its mineral exploration and development and other activities to provide returns for shareholders and benefits for other stakeholders.

The Group's capital structure comprises all the components of equity (all share capital, share premium, retained earnings when earned and other reserves). When considering the future capital requirements of the Group and the potential to fund specific project development via debt, the Directors consider the risk characteristics of the underlying assets in assessing the optimal capital structure.

16 Related party transactions

	Group		Company	
	2020	2019	**2020**	2019
	£	£	**£**	£
Amounts owed to Directors	**35,207**	7,626	**35,207**	7,626

Details of Directors' emoluments are disclosed in Note 6. The amounts owed to Directors relate to accrued emoluments, consulting fees and expenses due.

During the year the Company provided additional advances of £ 10,483 under a loan to Mercator Gold Australia Pty Ltd and charged expenses and management fees of £140,036. The balance owed to the Company is shown in Note 11.

The Company and the Group have no ultimate controlling party.

17 Commitments and contingencies

Capital expenditure commitment

As at 30 September 2020, the Group had no commitments (2019: £Nil).

The Group is committed to issuing a further AUD 150,000 worth of Ordinary Shares in ECR contingent on commercial production being established from the Bailieston projects.

Contingencies

The Company made normal commercial warranties in relation to the disposal of Ochre Mining SA to Hannaq Group and the Group through Mercator Gold Australia Pty Ltd gave certain representation and warranties which is due to expire on 17 April 2021.

18 Financial instruments

Categories of financial instrument

Group	2020 £	2019 £
Financial assets (amortised cost)		
Trade and other receivables (excluding prepayments)	**67,585**	71,012
Cash and cash equivalents	**1,497,231**	268,517
	1,546,816	339,529
Financial assets (fair value through profit or loss)		
Equity investments	**26,870**	13,187
	26,870	13,187
Financial liabilities (amortised cost)		
Trade and other payables	**114,959**	40,835
	114,959	40,835

Company	2020 £	2019 £
Financial assets (amortised cost)		
Trade and other receivables (excluding prepayments)	**685,657**	575,222
Cash and cash equivalents	**1,207,190**	227,508
	1,892,847	802,730
Financial assets (fair value through profit or loss)		
Equity investments	**26,870**	13,187
	26,870	13,817
Financial liabilities (amortised cost)		
Trade and other payables	**87,185**	17,034
	87,185	17,034

Risk management objectives and policies

The Group's principal financial assets comprise cash and cash equivalents, trade and other receivables, investments and prepayments. The Group's liabilities comprise trade payables, other payables including taxes and social security, and accrued expenses.

The Board determines as required the degree to which it is appropriate to use financial instruments, commodity contracts or other hedging contracts to mitigate financial risks.

Credit risk

The Group's cash at bank is held with reputable international banks. Cash is held either on current account or on short–term deposit at floating rates of interest determined by the relevant prevailing base rate. The fair value of cash and cash equivalents at 30 September 2020 and 30 September 2019 did not differ materially from their carrying value.

Market risk

The Group's financial instruments potentially affected by market risk include bank deposits, and trade payables. An analysis is required by IFRS 7, intended to illustrate the sensitivity of the Group's financial instruments (as at period end) to changes in market variables, being exchange rates and interest rates.

The Group's exposure to market risk is not considered to be material.

Interest rate risk

The Group has no material exposure to interest rate risk.

Since the interest accruing on bank deposits was relatively immaterial there is no material sensitivity to changes in interest rates.

Foreign currency risk

The Group is exposed to foreign currency risk in so far as some dealings with overseas subsidiary undertakings are in foreign currencies.

18 Financial instruments *continued*

Fair value of financial instruments

The fair values of the Company's financial instruments at 30 September 2020 and 30 September 2019 did not differ materially from their carrying values.

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: valuation techniques based on observable inputs either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3: valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, by the level in the fair value hierarchy into which the measurement is categorised.

Group and Company

30 September 2020	Level 1 £	Level 2 £	Level 3 £	Total £
Financial assets at fair value through profit or loss	**26,870**	**–**	**–**	**26,870**
	26,870	**–**	**–**	**26,870**

Group and Company

30 September 2019	Level 1 £	Level 2 £	Level 3 £	Total £
Financial assets at fair value through profit or loss	13,187	–	–	13,187
	13,187	–	–	13,187

Liquidity risk

The Group finances its operations primarily through the issue of equity share capital and debt in order to ensure sufficient cash resources are maintained to meet short–term liabilities and future project development requirements. Management monitors availability of funds in relation to forecast expenditures in order to ensure timely fundraising. Funds are raised in discrete tranches to finance activities for limited periods.

Funds surplus to immediate requirements may be placed in liquid, low risk investments.

The Group's ability to raise finance is subject to market perceptions of the success of its projects undertaken during the year and subsequently. Due to the uncertain state of financial markets there can be no certainty that future funding will continue to be available.

The table below sets out the maturity profile of financial liabilities as at 30 September 2020.

	2020 **£**	2019 £
Due in less than 1 month	**121,622**	46,791
Due between 1 and 3 months	**–**	–
Due between 3 months and 1 year	**–**	–
Due after 1 year	**–**	–
	121,622	46,791

19 Segmental report

The Group is engaged in mineral exploration and development. The Chief Operating Decision Maker is considered to be the Board of Directors, who segment exploration activities by geographical region in order to evaluate performance individually. The segmental breakdown of exploration assets is shown in Note 10.

Management information in respect of profit or loss expenditures is not segmented but is considered at Group level.

20 Cash used in operations

		Group		Company	
	Note	**Year ended 30 September 2020 £**	Year ended 30 September 2019 £	**Year ended 30 September 2020 £**	Year ended 30 September 2019 £
Operating activities					
Loss for the year before tax		**(2,690,882)**	**(757,210)**	**(2,399,369)**	**(623,683)**
Adjustments:					
Loss on disposal of subsidiary		**1,986,469**	-	**1,813,804**	-
Depreciation expense property, plant and equipment	*8*	**3,809**	1,992	**1,788**	1,216
(Gain)/Loss on financial assets at fair value		**(13,683)**	8,112	**(13,683)**	8,112
Interest income		**(478)**	(1,846)	**–**	(1,268)
Net gain on disposal of licenses		**(106,192)**	–	–	–
Decrease/(Increase) in accounts receivable		**36**	(29,240)	**(155,702)**	(144,520)
Foreign exchange on operating activities		**69,998**	–	**–**	–
Increase/(Decrease) in accounts payable		**82,546**	(46,024)	**57,755**	(52,672)
Shares issued in lieu of expense payments		**–**	50,900	**–**	50,900
Net cash used in operations		**(668,377)**	(773,318)	**(694,408)**	(761,915)

21 Events after the reporting date

- On 20 November 2020 the Company announced an update on its activities in Victoria, Australia, which are carried out through the Company's wholly owned Australian subsidiary Mercator Gold Australia Pty Ltd ("MGA").The subsidiary MGA has taken delivery of its new Cortech CSD1300G diamond drill rig and a new operational base is being established in Bendigo, Victoria with all necessary permissions in place for drilling at the HR3 prospect within the Bailieston project area, where drilling operations will commence as soon as the drill rig is ready.

- On 16 December 2020 the Company announced the appointment of Adam Jones as a Non-executive Director of the Company with immediate effect.

- On 12 January 2021 the Company announced an update on its activities in the Victoria Goldfields, Australia, which are carried out through the Company's wholly owned Australian subsidiary Mercator Gold Australia Pty Ltd ("MGA"). The Company's newly acquired drill rig, named "Midas", is now in operation at its inaugural drill site the Byron prospect in the HR3 area of the Bailieston Project. This is the first of numerous planned drill locations which will be coordinated from ECR's central exploration facility compound in the Victoria Goldfields.

- On 25 January 2021 the Company plc announced a significant warrant exercise, the current financial position of the Company and the appointment of a joint broker Novum Securities.

- On 12 February 2021 the Company announced a drilling update from the HR3 area. This first diamond drill hole at HR3 was undertaken utilising the Company's recently acquired drill rig and has reached a total depth of 300 metres. The drill rig has now commenced a second hole in the same location. The hole intersected the Byron Main Reef at 110 m and the information from this hole will allow us to establish the structural architecture and controls for the obvious gold mineralisation in this reef (and adjacent reefs) and in the wider HR3 prospect. The Byron Main Reef is 5.3 m wide (drilled thickness, true thickness unknown) and is milky, vuggy quartz with laminated margins. 1.3 m of core was lost drilling through the reef.

- As at 19 March 2021 the Company has issued an additional 233,101,546 shares since 30 September 2020 for the exercise of warrants and options and received total of £3,249,520.

PLEASE NOTE THAT THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, please consult your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have recently sold or transferred all of your ordinary shares in ECR Minerals PLC, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or transferred only part of your holding of ordinary shares in ECR Minerals PLC, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

ECR MINERALS PLC

(the "Company")

(Registered in England and Wales No 05079979)

NOTICE OF ANNUAL GENERAL MEETING

As a result of the current crisis of COVID-19 and the UK Government's restrictions on public gatherings, the holding of the Company's AGM will be facilitated by the Company to ensure a quorum is present. Shareholders should therefore not attend the meeting in person and instead are strongly encouraged to submit their proxy vote, appointing the Chairman of the meeting as their proxy to ensure that their votes are registered. This can be done by completing their form of proxy in accordance with the instructions set out below, which must be received before the proxy voting deadline of 9.00 a.m. on 15 April 2021. Shareholders will not be permitted to attend the AGM in person and will be refused entry. The Company will continue to monitor the situation and issue updates if and when necessary on the Company's website. Further information is contained in the Notes to this Notice of Annual General Meeting.

NOTICE is hereby given that the Annual General Meeting of the Company will be held at Chester House, 81-83 Fulham High Street, Fulham Green, London SW6 3JA on **19 April 2021 at 9.00 a.m.** for the purpose of considering and, if thought fit, passing Resolutions 1 to 6 as ordinary resolutions, and Resolution 7 as a special resolution:

Ordinary Resolutions

1 To receive, consider and adopt the annual accounts of the Company for the year ended 30 September 2020, together with the reports of the directors and auditors thereon.

2 That Weili (David) Tang, a director retiring in accordance with article 79.1.2 of the Company's articles of association, be re-elected as a director of the Company.

3 That Adam Craig Jones, a director retiring in accordance with article 79.1.1 of the Company's articles of association, be elected as a director of the Company.

4 To re-appoint PKF Littlejohn LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

5 To authorise the audit committee to determine the remuneration of the auditors of the Company.

6 That the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**") to exercise all the powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £10,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2022 or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Special Resolution

7 That, subject to the passing of Resolution 6, the directors be empowered to allot equity securities (as defined by section 560 of the CA 2006) pursuant to the authority conferred by Resolution 6 for cash, and/or sell treasury shares for cash, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities of up to an aggregate nominal value of £10,000. The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after this resolution is passed or, if earlier, at the close of business on 30 June 2022 save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

By order of the board

Craig Brown
Director and Company Secretary

Registered Office:
Unit 119, Chester House
81-83 Fulham High Street
Fulham Green
London, SW6 3JA

23 March 2021

NOTES ON RESOLUTIONS

The following paragraphs explain, in summary, the resolutions to be proposed at the annual general meeting (the "Meeting").

Resolution 1: Receipt of the annual accounts

Resolution 1 proposes that the Company's annual accounts for the period ended 30 September 2020, together with the reports of the directors and auditors on these accounts, be received, considered and adopted.

Resolution 2: Election of Weili (David) Tang

Resolution 2 proposes that Mr Tang, who was last re-elected to the Board at the 2018 AGM and who is therefore required to retire in accordance with article 79.1.2 of the Company's articles of association, be re-elected as a director of the Company.

Resolution 3: Election of Adam Craig Jones

Resolution 3 proposes that Mr Jones, who was appointed to Board on 16 December 2020 and who is therefore required to put himself forward for election in accordance with article 79.1.1 of the Company's articles of association, be elected as a director of the Company.

Resolution 4: Re-appointment of auditor

Resolution 4 proposes the reappointment of the Company's existing auditor to hold office until the end of the next annual general meeting.

Resolution 5: Remuneration of auditor

Resolution 5 is to authorise the audit committee of the Company to determine the remuneration of the Company's auditors.

Resolution 6: Authority to allot shares

Resolution 6 is to renew the directors' power to allot shares in accordance with section 551 of the CA 2006. The authority granted at the annual general meeting on 27 April 2020 is due to expire on the earlier date of 30 June 2021 or the proposed date of the Meeting.

If passed, the resolution will authorise the directors to allot equity securities up to a maximum nominal amount of £10,000, which represents approximately 112% of the Company's issued ordinary shares as at 22 March 2021 (being the latest practicable date before publication of this document).

If given, these authorities will expire at the annual general meeting in 2022 or on 30 June 2022, whichever is the earlier.

The directors have no present intention to issue new ordinary shares, other than pursuant to the exercise of options or warrants. However, the directors consider it prudent to maintain the flexibility to take advantage of business opportunities that this authority provides.

As at the date of this document the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolution 7: Disapplication of pre-emption rights

Resolution 7 is to grant the directors the authority to allot equity securities for cash or sell any shares held in treasury otherwise than to existing shareholders pro rata to their holdings, as there may be occasions where it is in the best interests of the Company not to be required to first offer such shares to existing shareholders.

Accordingly, resolution 7 will be proposed as a special resolution to grant such a power and will permit the directors, pursuant to the authority granted by resolution 6, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal value of £10,000 representing approximately 112% of the Company's issued ordinary shares as at 22 March 2021 (being the latest practicable date before publication of this document). If given, this authority will expire at the annual general meeting in 2022 or on 30 June 2022, whichever is the earlier.

SHAREHOLDER NOTES

The following notes provide more detailed information about your voting rights, and how you may exercise them.

Shareholders' attention is drawn to the bold text at Notes 1 and 2 in relation to the ability of shareholders and their proxies and corporate representatives to attend the meeting in person

1 A member entitled to attend and vote at the meeting is ordinarily entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.

However, as a result of the ongoing COVID-19 pandemic and the measures that the UK Government has put in place restricting public gatherings and non-essential travel and for the health and safety of the Company's shareholders, employees, advisers and the general public, the quorum for the Meeting will be facilitated by the Company and shareholders, their proxies and corporate representatives will not be able to attend in person. The Company will continue to monitor the restrictions in place in response to COVID-19 and, if circumstances change, it will consider if it is appropriate to open the Annual General Meeting for attendance by shareholders, their proxies and corporate representatives in person. In such event, an update will be given on the Company's website and an announcement will be made via a Regulatory Information Service. Given these restrictions in place, all shareholders are strongly encouraged to vote by proxy and to appoint the Chairman of the Meeting as their proxy to ensure your vote is counted.

2 Your proxy should be the Chairman of the Meeting to ensure your vote is counted. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted.

Details of how to appoint the Chairman using the proxy form are set out in the notes to the proxy form. **If you appoint a person other than the Chairman of the Meeting as your proxy they will not be able to attend.**

3 An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:

3.1 in hard copy form by post, by courier or by hand to the Company's registrars, Computershare Investor Services plc, at the address shown on the form of proxy; or

3.2 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company by 9.00 a.m. on 15 April 2021 or in the case of any adjourned meeting 48 hours (excluding non-business days) before the adjourned meeting.

Please note that any electronic communication sent to us/our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.

4 In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

5 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6 To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services plc. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as revoking the other or others.

7 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

8 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Computershare Investor Services plc (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

9 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

11 Only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 16 April 2021 (or, if the meeting is adjourned, on the date which is 48 hours (excluding non-business days) before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.

12 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

13 You may not use any electronic address provided either in this notice Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

14 As at 22 March 2021 (being the last business day before the publication of this notice), the Company's issued ordinary share capital consisted of 892,300,458 ordinary shares carrying one vote each. The Company does not hold any shares in treasury. In addition, there are 72,674,911 deferred shares of £0.099 each, 3,867,029,332 deferred B shares of £0.00099 each and 129,226,440 new deferred shares of £0.00199 each which do not carry voting rights.

15 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

15.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;

15.2 the answer has already been given on a website in the form of an answer to a question; or

15.3 it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Please however note the text in bold at notes 1 and 2 above.

16 Information regarding the meeting is available from www.ecrminerals.com

Company Information

DIRECTORS
Weili (David) Tang
Non–Executive Chairman

Craig William Brown
Director & CEO

Adam Craig Jones
Non-Executive Director

COMPANY SECRETARY
Craig William Brown
Unit 119, Chester House
81-83 Fulham High Street
Fulham Green London SW6 3JA

REGISTERED AND HEAD OFFICE
ECR Minerals plc
Unit 119, Chester House
81-83 Fulham High Street
Fulham Green
London SW6 3JA

Tel: +44 (0)20 7929 1010
Fax: +44 (0)20 7929 1015

info@ecrminerals.com
www.ecrminerals.com
AIM ticker: ECR
Twitter.com/ecrminerals

AUDITOR
PKF Littlejohn LLP
Statutory Auditor
15 Westferry Circus
Canary Wharf
London E14 4HD

REGISTRARS
Computershare Investor Services plc
The Pavilions
Bridgwater Road
Bristol BS13 8AE

LEGAL ADVISERS
Charles Russell Speechlys LLP
5 Fleet Place
London EC4M 7RD

AIM NOMINATED ADVISER
WH Ireland Group plc
24 Martin Lane
London
EC4R 0DR

AIM BROKERS OF RECORD
SI Capital
46 Bridge Street
Godalming GU7 1HL

Novum Securities
2nd Floor
Lansdowne House
56 Berkeley Square
London W1J 6ER

BANKERS
Barclays Bank plc
1 Churchill Place
London
E14 5HP

ECR
MINERALS